

2026
Integrated
Annual Report

NH
NICTUS
HOLDINGS

Table of Contents

About this Report	02
Performance Highlights	02
About Nictus Holdings	03
Our Company Structure	04
Our Footprint	05
Our Board of Directors	08
Group Five-Year Profile	09
Definitions of Ratios and Terms	11
Message from our Chairperson	12
Message from our Managing Director	13
Corporate Governance Report	15
Audit and Risk Committee Report	21
Remuneration Report	23
Social, Ethics and Sustainability Report	26
Group Value Added Statement	30
Consolidated and Separate Annual Financial Statements	31
Remuneration Policy	116
Notice of the Annual General Meeting	117
Brief Curricula Vitae of the Directors for Re-Election	121
Annual General Meeting Electronic Participation	122
Form of Proxy	125
Notes to the Proxy Form	126

About this Report

The 2026 Nictus Holdings Integrated Annual Report sets out the performance, governance and strategic direction for the financial year ended 30 June 2026 of the Group. It builds on the disclosures made in previous reports and reflects our ongoing commitment to transparency, accountability and responsible leadership.

This report complies with IFRS® Accounting Standards. While the International Integrated Reporting Framework has informed our approach, its guidelines have been applied selectively where relevant to ensure the report adheres to the recognised standards and regulatory frameworks of the NamCode, the Companies Act of Namibia and the Namibia Securities Exchange (NSX) Listings Requirements. It includes our Group's audited financial statements, which are also available to shareholders at www.nictusholdings.com.

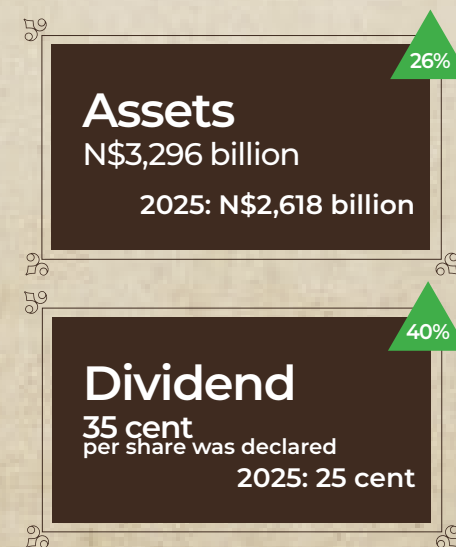
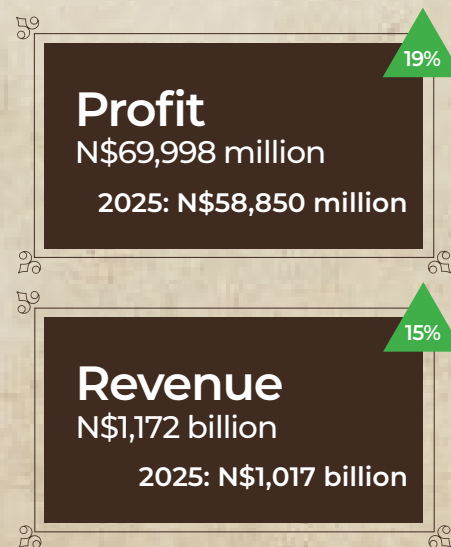
Scope and Boundary of this Report

This report covers the activities and performance of Nictus Holdings Limited (the holding company) and its subsidiaries, collectively referred to as the Group, whose operations are based primarily in Namibia. There have been no changes to the scope or boundary of the report since the previous year.

Approval of the Integrated Annual Report

Oversight of the report's preparation was provided by our Audit and Risk Committee, which reviewed it and recommended it for approval to the Board of Directors. Their involvement safeguards the integrity and reliability of the information presented.

Performance Highlights



About Nictus Holdings

Since 1945, Nictus Holdings Limited has grown from a single business into one of Namibia's trusted diversified Groups.

The journey that led to today was built on resilience, growth and service. In 1969, the Group listed on the Johannesburg Stock Exchange (JSE) to raise the equity required to expand across Southern Africa. On 21 September 2012, it obtained a primary listing on the Namibia Securities Exchange, returning home, after unbundling from the JSE.

Nictus Holdings Limited serves as the holding company of a diversified portfolio spanning the Insurance and Finance, Retail and Property Segments, combining a broad market presence with a shared commitment to creating sustainable value. While our history provides a strong foundation, our focus remains firmly on the future. The year under review reflects our commitment to building on the progress of the past, strengthening our businesses and pursuing new opportunities with the same resilience, adaptability and entrepreneurial spirit that have defined the Group for more than eight decades.

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 a preferred employer

Our 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 Group wherever we are present.

Our 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.

Our Code of Conduct

Every employee of the Nictus Holdings Group commits to our Code of Conduct to:

- Protect the Group's assets, information and reputation.
- Treat 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 countries in which we operate.
- Disclose to the Group any real or perceived situation 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 contravention 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.

Our Company Structure



All the above 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.

Our Footprint

As at 30 June 2026, Nictus Holdings Limited employed 668 people, compared to 600 people reported in the 2025 financial year. Since our establishment in 1945, the Group has grown and evolved significantly. Below are the businesses that have been established throughout our history and continue to operate today.

1945 to 1979

Namibia



Nictus Holdings Limited

Nictus Holdings Limited is an investment holding company with operations in the Insurance and Finance, Retail and Property Segments.

Employees: 19
Location: Windhoek

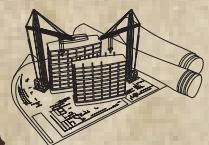


Nictus (Pty) Ltd

Nictus Furniture is Namibia's largest independent furniture retailer, offering a wide selection of household furniture, electrical appliances and home electronics sourced from trusted suppliers known for quality and durability. Within each Nictus Furniture store, two specialised concept stores enhance the shopping experience: Bedding Boutique, which focuses on premium sleep products designed for comfort and support, and Workspace, a dedicated office furniture store offering stylish, functional and ergonomic solutions for modern work environments.



Employees: 172
Locations: Ongwediva · Swakopmund · Tsumeb · Walvis Bay · Windhoek



Properties

Our Property Segment consists of properties located throughout Namibia. The Group follows a strategy of conducting business from its own properties.

Employees: 6
Locations: Gobabis · Ongwediva · Rundu · Swakopmund · Tsumeb · Walvis Bay · Windhoek



Auas Motors (Pty) Ltd

Auas Motors is Namibia's leading dealership for Isuzu, Suzuki, Subaru, Tafe and Hero vehicles. Established in 1985, the company operates across the country with multiple dealerships, sales boutiques and authorised service centres, offering both new and certified pre-owned vehicles.



Employees: 140
Locations: Gobabis · Ongwediva · Otjiwarongo · Rundu · Swakopmund · Walvis Bay · Windhoek

1980 to 1989



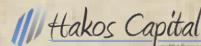
Corporate Guarantee and Insurance Company of Namibia Ltd

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

Employees: 24
Locations: Tsumeb · Walvis Bay · Windhoek

1990 to 1999

2000 to 2009



Hakos Capital and Finance (Pty) Ltd

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

Employees: 4
Location: Windhoek

2010 to 2015



NHL Tyre and Tire (Pty) Ltd

NHL Tyre & Tire, through its Trentyre and Tiger Wheel & Tyre businesses, delivers premium tyre, wheel and battery solutions across Namibia. The business combines trusted global brands, expert fitment services, financing and roadside assistance to its customers.



Employees: 204
Locations: Gobabis · Keetmanshoop · Luderitz · Mariental · Ondangwa · Ongwediva · Oshakati · Otjiwarongo · Rosh Pinah · Rundu · Swakopmund · Tsumeb · Walvis Bay · Windhoek



Glasfit Namibia (Pty) Ltd

Glasfit Namibia delivers unrivalled customer service. Glasfit offers automotive glass and fitment solutions, including windscreen replacement, chip repairs, window tinting and related rubber fitment solutions.

Employees: 29
Locations: Keetmanshoop · Ondangwa · Ongwediva · Swakopmund · Walvis Bay · Windhoek

2016 to 2026



Khomas Car Rental and Leasing (Pty) Ltd

First Car Rental Namibia provides vehicle rental, leasing and 4x4 rental solutions through a diverse fleet of passenger, leisure and commercial vehicles.

Employees: 10
Locations: Walvis Bay · Windhoek



Bou Dit Hardware (Pty) Ltd

Build it Rehoboth and Walvis Bay are community-focused retailers offering quality building materials, hardware and home improvement products with a "Yes We Can" service ethos.

Employees: 55
Location: Rehoboth · Walvis Bay

Botswana



Corporate Guarantee and Insurance Company of Botswana Ltd

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

Employees: 1
Location: Gaborone

Our Footprint



Refer to pages 5 and 6 for the legal entity names, brand names, number of people employed and additional information relating to each subsidiary.

Our Board of Directors



GR de V Tromp

CA (NAM); CA (SA)
Non-Executive Chairperson
Years of Service: 11 years
Member: Audit and Risk Committee;
Remuneration and Nomination Committee



PJ de W Tromp

B. Econ; EDP: USB; SMP: USB
Group Managing Director
Years of Service: 16 years
Member: Social, Ethics and Sustainability Committee
Chairperson: Property Segment; Retail Segment; and
Insurance and Finance Segment



CA Snyman

CA (NAM); CA (SA)
Years of Service: 2 years
Group Financial Director



SW Walters

CA (NAM); CA (SA)
Certified Internal Auditor
Years of Service: 5 years
Lead Independent Non-Executive Director
Member: Audit and Risk Committee
Chairperson: Remuneration and Nomination
Committee; Social, Ethics and Sustainability Committee



ME Ackermann

CA (SA), MBA
Years of Service: 2 years
Independent Non-Executive Director
Chairperson: Audit and Risk Committee

Group Five-Year Profile

Statement of Financial Position

Assets

Non-current assets	935 866	927 367	734 682	603 230	508 131
Current assets	2 348 465	1 690 779	1 343 609	1 003 972	759 627
Assets held for sale	11 475	-	-	-	-
Total assets	3 295 806	2 618 146	2 078 291	1 607 202	1 267 758

Liabilities

Non-current liabilities	133 510	110 759	90 195	71 744	69 740
Current liabilities	2 764 358	2 166 613	1 706 713	1 314 127	1 001 712
Liabilities directly associated with assets held for sale	712	-	-	-	-
Total liabilities	2 898 580	2 277 372	1 796 908	1 385 871	1 071 452

Equity

Stated capital	129	129	129	129	129
Reserves	135 135	145 602	109 003	72 203	67 203
Retained income	261 962	195 043	172 251	148 999	128 974
Total equity	397 226	340 774	281 383	221 331	196 306

Total equity and liabilities

	3 295 806	2 618 146	2 078 291	1 607 202	1 267 758
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Statement of Profit or Loss and Other Comprehensive Income

Revenue	1 172 061	1 016 503	950 199	872 327	834 406
Cost of sales	(901 002)	(760 811)	(726 961)	(692 392)	(639 204)
Gross profit	271 059	255 692	223 238	179 935	195 202
Insurance service result	31 412	28 610	60 747	(20 165)	7 183
Net insurance finance expenses	(122 074)	(96 121)	(62 047)	(29 207)	(19 029)
Investment income from operations	135 542	97 262	63 601	36 519	24 919
Other operating income	17 537	16 363	13 416	11 248	25 446
Other operating (losses) / gains	162	1 384	2 595	(43)	(9 674)
Interest income reinsurance	14 311	12 435	(19 135)	49 349	11 373
Administrative and operating expenses	(274 425)	(239 512)	(206 163)	(181 154)	(186 281)
Operating profit	73 524	76 113	76 252	46 482	49 139
Investment income	5 009	3 601	3 114	3 130	2 657
Finance costs	(7 266)	(5 654)	(7 449)	(6 627)	(6 778)
Profit before taxation	71 267	74 060	71 917	42 985	45 018
Taxation	(1 269)	(15 210)	(14 844)	(4 230)	(6 541)
Profit for the year	69 998	58 850	57 073	38 755	38 477

Per share data (cents)

Basic and diluted earnings per share	130.98	110.12	106.79	72.52	73.34
Basic and diluted earnings per share (before treasury share adjustment)	130.98	110.12	106.79	72.52	72.00
Headline earnings per share	130.62	107.53	101.69	72.70	73.69
Headline earnings per share (before treasury share adjustment)	130.62	107.53	101.69	72.70	72.33
Dividends per share	25.00	35.00	26.00	26.00	18.00
Net worth per share	743.26	637.63	526.51	414.14	367.32

Financial ratios

Liquidity ratios

Current ratio	0,85	0,78	0,79	0,76	0,76
Liability ratio	5,99	5,26	5,01	5,11	4,43
Borrowings ratio	0,18	0,13	0,16	0,33	0,23
Dividend cover (times)	5,22	3,07	3,91	2,80	4,02

Profitability and asset management (%)

Net operating profit to turnover	6,40	7,41	7,90	5,34	6,02
Return on shareholders' equity	17,62	17,27	20,28	17,51	19,60
Return on assets managed	14,79	17,69	20,46	15,09	25,98
Net asset turn (times)	2,31	2,38	2,59	2,83	2,62

Debt leverage

Interest cover (including IFRS16)	10,81	14,10	10,65	7,49	7,64
Interest cover (excluding IFRS16)	13,85	15,86	11,21	8,05	8,20

Namibia Securities Exchange performance

Market price High (cents)	340	290	222	220	180
Market price Low (cents)	290	222	220	175	175
Market price at year end (cents)	340	290	222	220	175
Price earnings ratio	2,60	2,70	2,18	3,03	2,37
Earnings yield (%)	38,42	37,08	45,81	33,05	42,11
Market capitalisation (N\$ '000)	181 708	154 986	118 645	117 576	93 526
Volume of shares traded ('000 shares)	501	32 998	6 783	2 849	1 247

Definitions of Ratios and Terms

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.
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.
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.
Dividends per share	Dividends for the year divided by the number of shares in issue at the date of each dividend declaration.
Net worth per share	Equity attributable to equity holders of the parent divided by the number of ordinary shares in issue at year-end.
Current ratio	Current assets to current liabilities.
Liability ratio	The sum of non-current interest-bearing borrowings and current liabilities to total equity and deferred taxation.
Borrowing ratio	The sum of current and non-current interest-bearing borrowings to the sum of total equity and deferred taxation.
Dividend cover	Headline earnings divided by ordinary dividends paid in the current year.
Operating profit to turnover	Operating profit before financing costs divided by revenue.
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.
Return on assets managed	Operating profit before financing costs expressed as a percentage of average net assets.
Average net assets	The sum of net assets at the end of the current year and the previous year, divided by two.
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.
Net asset turn	Revenue divided by average net assets.
Interest cover	Operating profit or loss before financing costs divided by financing costs.
Price earnings ratio	Market price at year-end to headline earnings per share.
Earnings yield (%)	Headline earnings per share to market price at year-end.

Message from our Chairperson

We are proud to present the 2026 financial results, which yet again reflects an exceptional and record year for the Nictus Holdings Group. We are justifiably proud of the results achieved, the successful execution of our ventures and projects, as well as the contribution made to Namibia and the local economy.

Our Group remains synonymous with innovation, value creation and putting the customer first. Our footprint throughout Namibia is expanding as we continue to enhance the value we offer to all our stakeholders.

Significant investments were made in our Property Segment and Retail Subsidiaries. Although, these investments may affect profitability in the short-term, we are confident that these commitments will bear fruit in the years to come, in some cases earlier than expected. Namibia offers significant opportunities and we wish to contribute strategically and benefit as these arise.

The wellbeing and prosperity of our employees and their families remain our responsibility, as they form the foundation of the results we achieved. I extend my appreciation to all our managers and employees for going the extra mile and continuously developing their talents and capabilities. Once again, the outcome of their commitment is evident in the success of our ventures, projects and strategies.

I am sincerely grateful to our customers for their continued support. Thank you for engaging with us and, more importantly, for trusting us to make a valuable contribution to your household, lifestyle and wealth.

We are pleased to report strong profitability and sound financial results for the year. Revenue exceeded N\$1 billion, while our asset base continued to grow significantly and profitability continued its upward trend.

The Insurance and Finance Segment delivered solid growth in both assets and profits, despite absorbing the costs of its expansion. The Retail Segment remains exposed to market conditions and fluctuations, but it also achieved significant growth while absorbing the costs of implementing new strategies. Despite these pressures, the Segment remained profitable.

Substantial investments have also been made, and continue to be made, in the Property Segment, with a focus on generating stronger returns over the longer term. Despite the ongoing investment, the Segment maintained an adequate level of profitability.

The outlook for the Nictus Holdings Group and Namibia remains very positive, and we are excited to identify and invest in opportunities as they arise.

Glory be to God, who continuously blesses us with His presence, grace and love. Finally, I wish to express my appreciation to all our stakeholders and Board members for their guidance, assistance and invaluable contributions.

GR de V Tromp

Message from our Managing Director

The Namibian economy remained resilient but challenging during the financial year ended June 2026. Economic growth moderated, largely due to weaker activity in parts of the primary sector, particularly diamond mining and agriculture. The secondary and tertiary sectors provided important support, led by construction, electricity and water, wholesale and retail trade, financial services and other consumer-based activities.

Inflationary pressures eased compared with the previous year, supporting household purchasing power and contributing to a more stable interest-rate environment. However, subdued consumer demand, high unemployment, fiscal pressures and Namibia's continued dependence on commodity exports remained key constraints on broad-based economic growth. At the same time, increased investment and activity in mining, infrastructure, energy and emerging sectors such as oil, gas and green hydrogen continued to provide longer-term opportunities for economic diversification.

Against this backdrop, the business environment remained competitive and required disciplined cost management, prudent capital allocation and a continued focus on operational efficiency and sustainable growth.

The Year under Review

Despite the challenging operating environment outlined above, the Group delivered a strong financial performance for the year under review. We are pleased to report that the Group again achieved a record profit, reflecting the resilience of our diversified business model, disciplined execution and the continued commitment of our people.

The Group reached its turnover targets for the year, although margins in the Retail Segment remained under pressure. The newly established vehicle rental business experienced integration and system-interface challenges, which took longer than anticipated to resolve and delayed the commencement of operations. This had a notable cost impact on the Segment. The vehicle and tyre businesses delivered a solid performance while the building retail business performed exceptionally well, supported by the establishment of an additional outlet during the year under review.

The Property Segment and Insurance and Finance Segment performed above expectations. The Group's insurance product continued to demonstrate relevance in the current operating environment, with pleasing traction being gained within the market. The Property Segment remained focused on optimisation, disciplined cost control and effective asset management, which contributed positively to the overall results.

New ventures undertaken over the past 18 months are beginning to stabilise and gain momentum. The progress achieved to date is encouraging and we believe these initiatives are well positioned to make a meaningful contribution to the Group's performance over the medium to longer term.

Prospects

The outlook for the Group remains positive, supported by our continued focus on sustainable long-term growth across Namibia. Investment in our employees through ongoing training and development, together with our commitment to the communities in which we operate, remains central to our strategy.

The Group continues to invest in infrastructure and expansion opportunities, including key developments along the coast. Our broader strategy to expand our businesses and geographic footprint throughout Namibia is expected to strengthen market presence, improve diversification and support future growth. We are also encouraged by the potential of Namibia's emerging oil and gas sector, which could become a meaningful catalyst for economic activity, investment and consumer demand.

While the timing and scale of these opportunities remain uncertain, the Group is positioning its businesses and resources to participate responsibly in the potential growth that may arise should these prospects translate into viable commercial production. Management remains confident that the Group's diversified

business model, strong customer relationships, investment in people and disciplined growth strategy provide a sound platform for sustainable value creation for shareholders and other stakeholders.

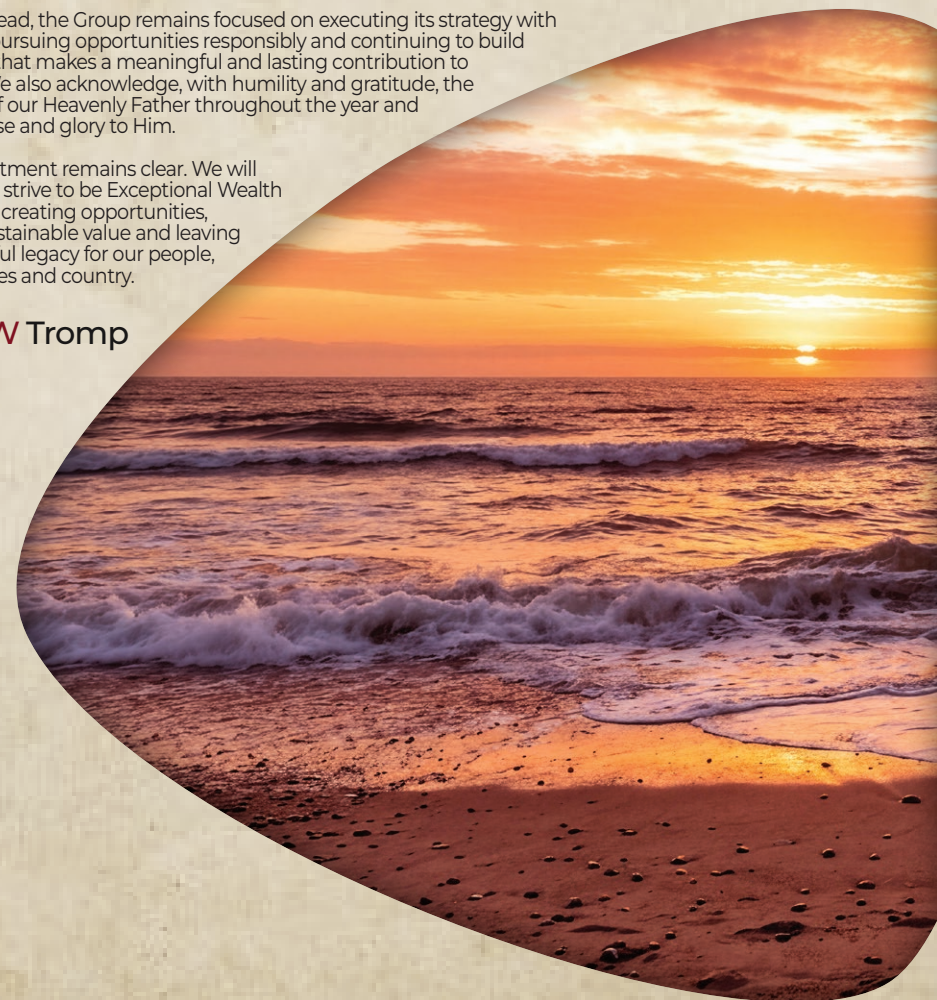
A Word of Appreciation

As we conclude the 2026 financial year, we do so with appreciation for the progress achieved and confidence in the Group's future. The results achieved, ahead of expectations, reflect the strength of our businesses, the resilience of our operating model and the dedication of our employees. The Board and management extend their sincere appreciation to our customers, employees, shareholders, suppliers, partners and communities for their continued trust and support.

Looking ahead, the Group remains focused on executing its strategy with discipline, pursuing opportunities responsibly and continuing to build a business that makes a meaningful and lasting contribution to Namibia. We also acknowledge, with humility and gratitude, the guidance of our Heavenly Father throughout the year and give all praise and glory to Him.

Our commitment remains clear. We will continue to strive to be Exceptional Wealth Creators by creating opportunities, building sustainable value and leaving a meaningful legacy for our people, communities and country.

PJ de W Tromp



Corporate Governance Report

The Board is committed to maintaining sound governance practices and to ensuring that Nictus Holdings Limited's Integrated Annual Report is prepared with appropriate oversight, integrity and balance. The Group continues to promote a culture that is focused on performance, supported by governance structures and processes that enable the Board and Management to discharge their responsibilities effectively.

The Group measures its governance practices against recognised governance principles, reporting frameworks and accepted good practice, with a continued focus on accountability, responsible decision-making and sustainable value creation.

The Group's governance approach is aligned with its strategic objectives and long-term value creation goals. This report outlines how the Group's governance structures and oversight processes support effective stewardship of resources and relationships, while strengthening the Group's resilience, adaptability and capacity for sustainable growth.

Corporate Governance Framework

Nictus Holdings Limited applies the NamCode, the Corporate Governance Code for Namibia, as required by the Namibia Securities Exchange (NSX). During the financial year, the Group's governance practices remained aligned with the principles of the NamCode, supported by compliance with applicable Namibian legislation, the NSX Listings Requirements and IFRS Accounting Standards.

The Group's reporting approach is also informed by recognised integrated reporting principles. While not all guidelines have been applied in full, Nictus Holdings Limited continues to refine its governance and reporting practices through ongoing Board and Committee oversight, including oversight by the Social, Ethics and Sustainability Committee where relevant.

The governance framework is structured to support effective Board oversight, sound decision-making and long-term value creation. It provides clear governance processes for material matters such as regulatory compliance, stakeholder confidence, responsible reporting, digital transformation and environmental stewardship.

Ethical Foundation

The Board acknowledges its fiduciary responsibilities and the duty to act with care, skill and diligence. These principles guide the Group's conduct, its decision-making and its engagement with stakeholders. Nictus Holdings Limited remains committed to transparency, fairness, accountability and integrity. Ethical governance supports responsible business conduct, protects the Group's reputation and strengthens stakeholder confidence in the Group's long-term sustainability.

Risk Appetite Statement

In pursuit of its strategic objectives, Nictus Holdings Limited accepts that certain risks may be necessary to achieve above-average returns for the Group. We do not undertake income-generating or cost-saving initiatives unless the projected benefits justify the risk profile. Risk tolerance is reviewed annually in light of our strategic priorities and external environment, ensuring alignment between value creation objectives and risk management practices.

Board of Directors

Governance and Leadership

The Board provides leadership in accordance with the Vision, Mission and Values of Nictus Holdings Limited, and promotes ethical conduct through the application of the Group's Code of Conduct. The Directors bring experience and judgement to the Board's deliberations and set the tone for responsible governance across the Group.

The Group's ethical culture is supported by the requirement that all employees uphold the Group's Code of Conduct. This assists in maintaining constructive stakeholder relationships and supports continuity, accountability and succession planning across the business. During the year, the Group further strengthened leadership continuity through the appointment of a Group Chief Executive Officer as part of its succession planning process, without any change to the composition of the Board.

The Board recognises that strategy, risk, performance and sustainability are closely connected and must be considered together in the pursuit of sustainable value creation.

Board Structure and Responsibilities

The Board is supported by the Company Secretary, Veritas Eksekuteurskamer (Pty) Ltd, which provides company secretarial and governance support to the Board. This support assists with the orderly administration of Board and Committee processes, meeting records, governance documentation and the company secretarial aspects of the Group's reporting responsibilities.

The integrated business plan supports the alignment of strategy, risk, performance and sustainability in the Group's decision-making processes.

Directors act in the best interests of the Company and the Group. Solvency and liquidity are monitored on an ongoing basis, with the Audit and Risk Committee overseeing the going concern assessment. Where necessary, the Board remains positioned to consider appropriate business rescue or turnaround measures.

The Board is led by a Non-Executive Chairperson and supported by a Lead Independent Director, promoting balanced authority and independent judgement. The Managing Director operates within an approved delegation of authority. The Board's composition reflects a range of skills and experience, with the majority of Non-Executive Directors being independent. Board deliberations are aimed at reaching informed decisions through constructive discussion and careful consideration.

Appointment and Development of Directors

The Remuneration and Nomination Committee oversees the appointment of Directors through a formal and considered process. Newly appointed Directors are introduced to the Group's values, governance framework and relevant Board processes, with appropriate support provided where required to assist them in assuming their responsibilities.

Annual evaluations are conducted in respect of the Board, its Committees and individual Directors. External facilitation may be considered where this would assist in maintaining an objective and effective evaluation process. This focus on Board capability supports continuity, strengthens governance effectiveness and ensures that the Board remains appropriately equipped to oversee emerging risks, opportunities and long-term value creation. Board composition and succession planning are considered on an ongoing basis to support continued alignment with the Group's strategic objectives and recognised governance principles.

Board Committees

The Board is supported by Committees with defined mandates, approved charters and delegated authority, which are reviewed annually for continued relevance. Each Committee reports directly to the Board and assists the Board in discharging its oversight responsibilities in a structured and transparent manner.

The Social, Ethics and Sustainability Committee includes Board members and a senior management representative who is not a member of the Board. After the financial year-end, following the appointment of Henrico du Plessis as Group Chief Executive Officer of Nictus Holdings Limited with effect from 1 July 2026, he was appointed as the senior management representative on the Committee with effect from 18 September 2026.

During the year under review, Committee activities were aligned with the material matters identified by the Board and were carried out in accordance with the relevant Committee charters and annual work plans. This supported effective oversight across the Holding Company and subsidiaries and assisted the Board in fulfilling its governance responsibilities.

Directors' Remuneration

Directors and Executives are remunerated in accordance with the approved Remuneration Policy. The policy is designed to balance performance incentives, market considerations and the Group's objective of sustainable long-term value creation. The remuneration policy is set out in the Integrated Annual Report and is submitted to shareholders for endorsement at the Annual General Meeting. The policy supports sustainable value creation by linking remuneration outcomes to financial performance and relevant non-financial measures aligned with the Group's strategic objectives.

Board Composition and Meeting Attendance

The composition of the Board and its Committees, together with meeting attendance, is summarised in the table below.

	Board	Audit and Risk Committee	Remuneration and Nomination Committee	Social, Ethics and Sustainability Committee
PJ de W Tromp Executive Group Managing Director	●●●●●			●●
GR de V Tromp Non-Executive Chairperson	Ⓒ ●●●●●	●●●●●	●●	
SW Walters Lead Independent Non-Executive Director	●●●●●	●●●●●	Ⓒ ●●	Ⓒ ●●
CA Snyman Executive Group Financial Director	●●●●●			
ME Ackermann Independent Non-Executive Director	●●●●●	Ⓒ ●●●●●		
P Meyer Group Chief Financial Officer				●●

Ⓒ Chairperson ● Meeting attended ○ Meeting not attended

- 1. There were no changes to the composition of the Board during the year under review.
- 2. Henrico du Plessis was appointed as Group Chief Executive Officer of Nictus Holdings Limited with effect from 1 July 2026. This appointment formed part of the Group's succession planning process and did not result in any change to the composition of the Board.
- 3. After the financial year-end, following his appointment as Group Chief Executive Officer, Henrico du Plessis was appointed as the senior management representative on the Social, Ethics and Sustainability Committee with effect from 18 September 2026.

Next-Gen Board

Established in 2024, the Nictus Holdings Next-Gen Board continues to support innovation, sustainability and diversity within the Group. This auxiliary body complements the Board by providing younger perspectives and forward-looking input on matters relevant to the Group's long-term direction.

Comprising emerging leaders from across the Group, the Next-Gen Board provides input on matters within its mandate and supports broader strategic thinking. It also contributes to leadership development by exposing emerging leaders to governance processes and Group-level considerations.

Governance and Compliance

Committees Empowering Governance

Committee structures support focused oversight of the Group's material matters and assist the Board in applying appropriate governance attention to the areas most relevant to sustainable value creation. Annual evaluations are conducted to support the continued effectiveness of the Board's Committees.

Audit and Risk Committee

The Audit and Risk Committee remains a key component of Nictus Holdings' governance framework. The Committee comprises two Independent Non-Executive Directors and one Non-Executive Director and meets quarterly to discharge its oversight responsibilities. It is chaired by an experienced Independent Non-Executive Director, with members appointed having regard to their relevant expertise, experience and judgement. Annual evaluations are conducted to support the Committee's continued effectiveness in fulfilling its mandate.

The Committee's work is supported by the participation of the external and internal auditors at its meetings, which assists the Committee in overseeing the Group's financial reporting processes, internal control environment and risk management framework. The Committee assists the Board in meeting its statutory and governance responsibilities and provides oversight in respect of the integrity, balance and transparency of the Integrated Annual Report.

The Committee also considers how the Group's risk management, assurance and reporting processes support the creation and preservation of value over the short, medium and long term.

A combined assurance approach is applied to the Group's significant risks, drawing on management, internal assurance functions, external auditors and other relevant assurance providers. Internal audit work is risk-based and aligned to the Group's consolidated risk universe, with assurance activities coordinated to support clear scope definition, appropriate reporting lines, independence and focused coverage over Group-level risks and subsidiary-specific matters included in the approved assurance plans.

The Committee reviews the adequacy of the finance function's resources, skills and experience annually and considers the effectiveness of the Group's internal control systems. Constructive engagement is maintained with the Board, management and assurance providers to support a shared understanding of the Group's key risk areas.

The Committee oversees the outsourced internal audit function provided by Veritas Eksekuteurskamer (Pty) Ltd, including the annual assessment of the internal audit service provider at Group level, in accordance with the applicable internal audit charter and approved internal audit plan. The appointment and removal of the internal audit service provider are governed by the arrangements set out in the internal audit charter. The internal auditor reports functionally to the Committee and has full and unrestricted access to the Committee, the Chairman of the Board, and the information and persons required to perform the approved internal audit services. The Committee also oversees the external audit process, including recommendations on auditor appointments, assessment of independence and qualifications, and evaluation of audit performance.

The Committee monitors the Group's risk management processes, maintains oversight of major risks and considers management's responses to those risks. It works with subsidiary Boards, where relevant, in considering risk tolerance and appetite, to ensure that management operates within defined parameters.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee supports the Board by reviewing and making recommendations on remuneration and nomination matters across Nictus Holdings Limited and the Group. Its mandate includes Remuneration Policies, Director and Executive engagement and retention, succession planning, and Board selection processes aligned with the Board Charter.

The Committee assists in ensuring that remuneration practices remain appropriate, market-related and aligned with performance, accountability and sustainable long-term value creation. It also oversees the nomination process for new Directors and considers whether Board composition remains appropriate having regard to skills, experience, diversity and independence.

The Committee is chaired by an Independent Non-Executive Director and comprises Non-Executive Directors. It meets twice a year, or more frequently where required, and makes recommendations to the Board for consideration and approval.

The Committee's oversight supports leadership continuity, effective succession planning and the continued development of the Group's governance capability.

Social, Ethics and Sustainability Committee

The Social, Ethics and Sustainability Committee provides oversight of organisational ethics, responsible corporate citizenship, stakeholder relationships and sustainability matters across the Group. The Committee is chaired by an Independent Non-Executive Director and includes Board Members and a senior management representative. It meets at least twice annually to consider matters within its mandate and to report to the Board.

The Committee monitors, to the extent within its mandate, whether stakeholder relationships are managed fairly and whether Group activities remain aligned with ethical conduct, responsible business practices and sustainable growth. It also considers sustainability trends and risks relevant to the Group and makes recommendations to the Board where appropriate.

The Committee's work supports the Group's social and relationship capital by reinforcing stakeholder trust, responsible business conduct and appropriate Board-level oversight of environmental, social and governance matters.

Risk Management

The Group applies a structured risk management methodology to identify, assess and respond to risks in a manner aligned with the Group's strategic objectives. The Board, supported by the Audit and Risk Committee, oversees the Group's risk management processes, while Management is responsible for the design, implementation and ongoing monitoring of the risk management plan.

Management conducts ongoing risk assessments and reports regularly to the Audit and Risk Committee and the Board. Operational risk monitoring is embedded in day-to-day activities to support proactive risk identification and response across the Group. Management, internal audit and other assurance providers contribute to assurance over the Group's risk management processes, in line with the Group's combined assurance approach. The Audit and Risk Committee reviews the Group's risk management progress, key risks and management responses, and reports to the Board on matters within its mandate.

Risk disclosures are linked to the Group's material matters and support a balanced consideration of risk and opportunity in the pursuit of sustainable value creation.

Information Technology (IT) Governance

The Board retains overall responsibility for technology and information governance. Responsibility for implementing and maintaining an appropriate IT governance framework is delegated to management, with regular updates provided through the Group Managing Director and supported by the Group's IT function and external consultants.

Technology and information initiatives are aligned with the Group's strategic and operational objectives, with a focus on safeguarding information assets, enhancing operational efficiency, supporting informed decision-making and strengthening operational resilience. Processes are in place to identify opportunities where technology can improve efficiency, strengthen security and support long-term value creation. Significant technology initiatives are reviewed, where appropriate, against their intended objectives and risk considerations. The Group seeks to leverage emerging technologies, including artificial intelligence (AI), in a responsible and controlled manner to support innovation, operational effectiveness and informed decision-making. The use of AI is subject to appropriate governance processes, risk assessments and oversight to ensure alignment with the Group's values, regulatory obligations and business objectives.

The Audit and Risk Committee monitors IT-related risks, controls and assurance as part of its broader risk and internal control oversight responsibilities. This includes consideration of the relevance and effectiveness of IT policies, systems, controls, outsourcing arrangements and related risk responses in a changing technology and compliance environment.

IT governance contributes to the Group's intellectual capital by supporting innovation, system resilience and the protection of critical data and information systems.

Compliance with Laws, Rules, Codes and Standards

Compliance is embedded in the Group's governance culture, with structures and processes in place to identify, monitor and manage applicable legal, regulatory and governance obligations. The Board and the Audit and Risk Committee receive updates on new and emerging laws, regulations, codes and best practice developments. The Company Secretary coordinates and supports this process, assisting with the timely communication of relevant information and supporting the Group's governance and compliance processes.

Management retains primary responsibility for compliance implementation and reporting within the Group, supported by the Company Secretary and, where appropriate, external professional advisors and specialist compliance service providers. The Group's compliance approach supports ethical conduct, reduces legal and reputational risk and strengthens stakeholder confidence in responsible and transparent operations.

Internal Audit

The internal audit function forms part of the Group's combined assurance approach and provides independent, risk-based and objective assurance and insight on governance, risk management and internal control processes. The function operates under a Board-approved internal audit charter and approved internal audit plan, with work focused on Group-level risks and subsidiary-specific matters included in the approved assurance plans. Internal audit work is aligned to the Group's consolidated risk universe. The internal auditor reports functionally to the Audit and Risk Committee and administratively to the Group Managing Director, without compromising the independence and objectivity of the function.

Governing Stakeholder Relationships

The Group recognises that strong and constructive stakeholder relationships are important to achieving its strategic objectives and supporting sustainable value creation. The Board receives updates on stakeholder matters, including engagement activities, concerns raised and management's responses, where these matters are relevant to Board oversight and decision-making.

Stakeholder relationships are managed by the Group's management teams through appropriate engagement channels. These include formal interactions, such as shareholder meetings and regulatory engagement, as well as ongoing interactions with customers, employees, suppliers, regulators and community representatives. The Group's approach is guided by transparency, equitable treatment and constructive engagement. Shareholder participation is encouraged at the Annual General Meeting, which provides an opportunity for shareholders to engage with the Board and Management.

Stakeholder perspectives are considered, where relevant, in governance deliberations and support informed decision-making and long-term constructive relationships.

Transparency through Annual Reporting and Disclosure

The Board, assisted by the Audit and Risk Committee and Senior Management, oversees the preparation of the Integrated Annual Report. The reporting process is designed to support disclosures that are accurate, balanced, relevant and useful to stakeholders. The Integrated Annual Report presents financial and non-financial information to provide stakeholders with a broader understanding of the Group's performance, operating context, governance practices and prospects. Reporting processes are supported by internal review, management input and Committee oversight to promote reliable and appropriately supported disclosures.

Board oversight of reporting includes consideration of whether disclosures fairly reflect the Group's strategy, risks, governance outcomes and material matters in a clear and understandable manner. This supports the Integrated Annual Report as a meaningful tool for assessing the Group's performance, context and long-term sustainability.

Conclusion

Nictus Holdings Limited remains committed to maintaining sound corporate governance practices that support responsible decision-making and sustainable long-term value creation. The Board and its Committees will continue to review and adapt governance structures and processes, where appropriate, in line with the Group's strategy, key risks, stakeholder expectations and recognised governance principles.

Audit and Risk Committee Report

The Audit and Risk Committee is pleased to present its report to shareholders for the financial year ended 30 June 2026.

On behalf of the Board of Directors, the Audit and Risk Committee oversees the Group's financial and assurance reporting process and assesses the effectiveness of internal controls, accounting practices, enterprise risk management, information systems and the auditing process. The Committee's members bring extensive financial expertise to this task. Responsibility for the financial statements themselves, and for the effectiveness of internal controls, accounting practices, enterprise risk management, information systems and auditing processes, remains with the Group's management.

In discharging its oversight responsibilities during the year, the Committee reviewed and engaged with Group management on the Audited Consolidated and Separate Financial Statements and related schedules contained in the Integrated Annual Report. These engagements covered the quality of accounting principles applied, the reasonableness of significant judgements made and the clarity of disclosures within the financial statements.

The Committee carries out its duties under a Board-approved charter, which is reviewed on an annual basis to confirm its continued relevance. No changes to the charter were required during the year under review. Four meetings were held during the year, attended by management together with the internal and external auditors, where applicable, providing a forum for open discussion and effective oversight of the Group's assurance processes. The Committee remains composed of three directors, chaired by an Independent Non-Executive Director who was appointed to the role at the 2024 Annual General Meeting (AGM), placing her in her second year of tenure as Chairperson. The Committee's composition and the independence of its Chairperson satisfy the requirements applicable to audit committees under the Corporate Governance Code for Namibia (NamCode).

The independence of the Group's external auditor, in both fact and appearance, remains a matter of ongoing priority for the Committee, which conducts a thorough annual evaluation of the external auditor's qualifications, performance and independence. The year under review was BDO Chartered Accountants and Auditors' second year as the Group's external auditor, having first been appointed by shareholders at the 2024 AGM. The audit was completed successfully, with the Committee engaging closely with BDO on its audit strategy, scope and findings throughout the process, and remains satisfied with its independence, objectivity and technical competence. Having reviewed its performance over the past two years, the Committee is recommending BDO's reappointment as the Group's external auditor for the ensuing year, subject to shareholder approval at the upcoming AGM.

Details of the fees paid to the external auditor for audit services are set out in note 33 to the Annual Financial Statements.

Alongside 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 2026, together with management's assessment of the effectiveness of internal controls. Neither these assessments nor the external audit identified any material weaknesses or significant deficiencies.

The Committee also assessed the effectiveness of the Group's enterprise risk management processes, risk reporting and combined assurance model, satisfied itself as to the appropriateness of the going concern assumption ahead of Board approval and reviewed the Group's compliance with applicable legal and regulatory requirements.

Following these reviews and deliberations, the Committee recommended the Audited Consolidated and Separate Financial Statements for the year ended 30 June 2026 to the Board, which duly approved them.

Looking ahead, the Committee remains focused on ensuring that the Group's financial and risk management systems keep pace with its strategy, its operations and the changing environments in which it operates. Key focus areas identified for the year ahead include strengthening the Group's IT security environment, monitoring the evolving control landscape this requires, and evaluating scenario planning for emerging risks facing the Group. The Committee will also continue to build on the Group's integrated reporting journey, which plays a key role in demonstrating long-term value creation to stakeholders.

In conclusion, the Committee is satisfied that it has fulfilled its responsibilities in line with its charter for the year under review and remains committed to sustaining effective oversight in the year ahead. The Chairperson of the Committee will be present at the forthcoming AGM to respond to any shareholder questions on this report.

ME Ackermann

Remuneration Report

The Remuneration Report provides an overview of the Group's remuneration policies and practices, designed to attract, retain and motivate talented individuals while supporting 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 remains committed to sound corporate governance and continues to apply the principles of the NamCode and the Listings Requirements of the Namibian Securities Exchange (NSX). The Group's remuneration practices are guided by a structured and transparent framework that supports fairness, accountability and strategic consistency. The Remuneration and Nomination Committee maintains active oversight of the Remuneration Policy and practices, ensuring they remain appropriate, consistently applied and supportive of the Group's long-term objectives and stakeholder 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 supporting sustainable business performance. The policy is reviewed annually to ensure continued relevance in light of evolving business objectives, market trends and regulatory developments. The remuneration policy is set out on page 116 of the 2026 Nictus Holdings Integrated Annual Report.

Structure and Key Elements of Remuneration

Total Cost-to-Company

A total cost-to-company approach is adopted in structuring remuneration packages for senior management, executive directors and general employees. This approach encompasses all elements of remuneration, including basic salary, short-term incentives, long-term performance-based rewards and benefits, to provide a balanced and competitive offering.

Remuneration structures are regularly benchmarked against relevant industry standards and market best practices to ensure both fairness and competitiveness. By linking remuneration outcomes to clearly defined short- and long-term performance targets, the Group promotes a culture of accountability and merit. This performance-driven approach supports the achievement of strategic priorities and encourages executives to deliver sustainable performance for the benefit of stakeholders.

Incentive Bonus Plan

Executives participate in a performance-based bonus plan designed to reward outstanding contributions in line with the Group's strategic priorities. The plan is underpinned by clearly defined performance targets, tailored to reflect the operational focus of each business segment as well as the Group's overarching goals.

By directly linking bonus outcomes to the achievement of these targets, the Group reinforces a culture of performance, accountability and results-driven leadership. This alignment ensures that Executives remain focused on delivering value across the short and long term, fostering sustained business performance and supporting long-term shareholder returns.

Retirement Benefits

Formal retirement benefits are not currently included as part of the Group's remuneration structure. Nictus Holdings Limited nevertheless remains committed to promoting long-term financial well-being among its employees. The Group encourages and supports employees in making independent retirement provisions and recognises the importance of proactive financial planning to ensure security beyond active employment.

Executive Service Contracts

The Group maintains formal service contracts with Executive Directors to ensure clarity, fairness and compliance with applicable labour legislation. These contracts typically outline key terms such as notice periods, performance expectations and other relevant conditions of employment.

By documenting these terms in a transparent manner, the Group promotes mutual understanding and reduces the potential for future disputes. This structured approach reflects the Group's commitment to sound corporate governance and ethical business practices, helping to build trust and continuity within the executive leadership team.

Succession Planning

The Group acknowledges succession planning as a key driver of long-term organisational stability and strategic continuity. The boards across the Group regularly review leadership requirements and talent development initiatives to identify, develop and retain high-potential individuals across the organisation.

By actively cultivating future leaders, the Group ensures seamless leadership transitions and reduces the risk of disruption arising from executive departures or retirements. These efforts support a strong internal talent pipeline, advance diversity and inclusion objectives, and embed a culture of learning and leadership development, all of which are essential for navigating a dynamic and evolving business environment.

Board Evaluation Process

The Boards across the Group undertake an annual internal evaluation to assess their effectiveness in fulfilling governance responsibilities and providing strategic oversight within the Group. This structured process considers key elements such as board composition, leadership dynamics, decision-making processes and overall performance outcomes.

The evaluation is conducted in a participatory and reflective manner, enabling the Boards to identify strengths, highlight areas for improvement and prioritise targeted governance enhancements. Action plans are developed to address any gaps identified through the process.

Through regular self-assessment and continuous improvement, the Boards reaffirm their commitment to strong governance, accountability and transparent leadership, thereby reinforcing stakeholder confidence in the Group's direction and integrity.

Non-Executive Directors' Remuneration

Non-Executive Directors play a critical role in providing independent oversight, strategic guidance and governance support to the Boards across the Group. In recognition of their responsibilities and contributions, Non-Executive Directors receive cash-based remuneration that reflects the scope and complexity of their roles, including participation in Board and Committee activities. No performance-based or incentive components are included in their remuneration.

Remuneration levels are determined with reference to market benchmarks, industry practices, the director's responsibilities, time commitments, regulatory considerations and relevant expertise. This ensures that compensation remains competitive, fair and aligned with the expectations of stakeholders.

In the case of Nictus Holdings Limited, Non-Executive Directors' remuneration is subject to shareholder approval at the Annual General Meeting, reinforcing transparency and accountability. For subsidiaries, remuneration proposals for Non-Executive Directors are considered and approved by the respective Subsidiary Boards, based on available market data and in line with the guidelines used by Nictus Holdings Limited.

Remuneration Implementation

During the 2026 financial year, the Group implemented adjustments to the remuneration packages of Executive Directors, Non-Executive Directors and general employees. These adjustments were implemented in line with the Group's Remuneration Policy, considering market benchmarks, internal equity considerations and evolving business priorities. A summary of the changes is set out below:

Top Management and Executive Directors

The Group undertook a structured review of remuneration for Top Management and Executive Directors, resulting in an overall remuneration adjustment of 14.31%, effective 1 July 2025. This adjustment forms part of a phased alignment process aimed at bringing remuneration closer to industry benchmarks.

Non-Executive Directors

The Board approved an increase of 6.0% in Non-Executive Directors' fees, which was subsequently ratified by shareholders at the 2025 Annual General Meeting. This adjustment reflects prevailing market trends and acknowledges the ongoing strategic contributions and governance responsibilities undertaken by Non-Executive Directors. The increase also ensures that the Group remains competitive in attracting and retaining individuals with the necessary expertise and independence required for effective oversight.

General Employees

Salary adjustments for general employees were implemented with effect from 1 July 2025, ranging between 6.0% and 8.0% across different job levels. These increases were guided by a combination of factors, including role grading, industry benchmarks and the prevailing inflation rate. The approach ensured fair, equitable and market-aligned remuneration outcomes, supporting employee retention, motivation and cost-of-living considerations across the Group.

Statement by the Chairperson

The Remuneration and Nomination Committee operates in accordance with its Board-approved charter, which is reviewed annually to ensure continued relevance and effectiveness. Regular reporting to the Board enables appropriate oversight and integration of the Committee's work within the Group's broader governance framework.

Throughout the year, the Committee provided guidance to ensure that all employees are remunerated fairly, responsibly and transparently in line with the Group's approved remuneration policy. Remuneration structures are informed by individual performance, decision-making accountability, market benchmarks and the potential consequences of error, with appropriate incentives designed to support sustainable long-term performance for both employees and the Group.

The Committee is satisfied that it effectively discharged its responsibilities and complied with its mandate during the financial year ended 30 June 2026. The current composition of the Committee remains appropriate and supports robust engagement and decision-making. The Committee also confirms that it received sufficient, relevant information from management to facilitate informed deliberations and sound recommendations to the Board.

Looking ahead, the Committee remains committed to evolving the Group's remuneration practices in response to an increasingly dynamic and competitive operating environment. Our focus will remain on attracting, retaining and motivating high-performing talent while maintaining fair, transparent and responsible remuneration practices. We are dedicated to ensuring that the remuneration framework supports sustainable value creation, aligns with stakeholder expectations and positions the Group for continued success into the future.

SW Walters

Social, Ethics and Sustainability Report

Nictus Holdings Limited remains committed to maintaining a disciplined and forward-looking approach to sustainable business operations. The Group demonstrates resilience through a strategy focused on sustainable and profitable value creation, underpinned by strong governance structures and operational discipline.

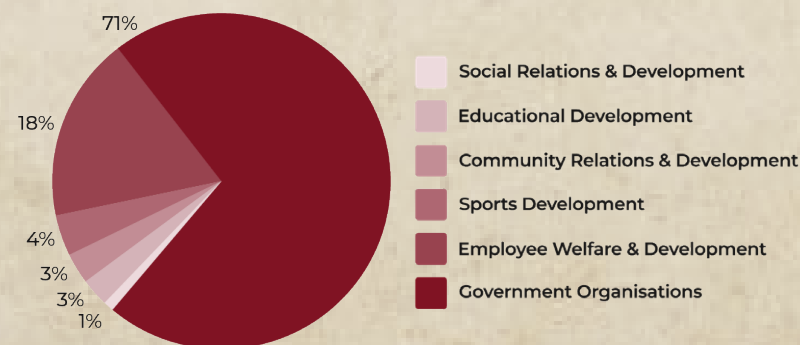
Environmental, Social and Governance (ESG) considerations are embedded across the Group's strategic and operational decision-making processes. These principles are not treated as standalone initiatives but rather form an integral part of how the Group creates long-term value for all stakeholders, including employees, customers, suppliers, regulators, shareholders and the communities in which the Group operates.

Oversight of ESG matters is exercised through established governance structures at both subsidiary and Group level. Each subsidiary is subject to structured management and board oversight, with ESG reporting consolidated at Group level and submitted to the Board's Social, Ethics and Sustainability (SES) Committee. The governance framework supports consistency, accountability and alignment with the Group's sustainability objectives.

The Group continues to strengthen its internal reporting capabilities through systems integration and improved data management, enabling more accurate monitoring and measurement of ESG performance. This ongoing development supports improved decision-making and positions the Group to further enhance its ESG reporting frameworks over time.

Responsible Corporate Citizenship

The Group recognises that long-term business success is intrinsically linked to responsible corporate citizenship. Accordingly, all subsidiaries operate with a clear mandate to balance financial performance with social impact, ethical conduct and environmental responsibility.



The Group demonstrates a continued commitment to community upliftment and socio-economic development within Namibia. Key focus areas include support for education and youth development initiatives, including school sponsorships and sports development programmes. The Group also contributes to professional development and skills advancement initiatives. In addition, community engagement is strengthened through social welfare contributions and charitable activities, while local economic activity is supported through partnerships with suppliers and service providers.

The more established Subsidiaries of the Group continue to deliver structured and measurable social investment programmes, while newer Subsidiaries within the Group are in the process of developing and formalising their community engagement strategies. This reflects a consistent approach to building ESG capability across all businesses within the Group.

Alignment with United Nations Sustainable Development Goals (SDGs)

The Group aligns its ESG strategy with selected United Nations Sustainable Development Goals (SDGs) that are most relevant to its operations and areas of impact as outlined below:



Different subsidiaries contribute to these SDGs in ways that align with their respective industries and areas of operation. Financial services subsidiaries focus on responsible capital allocation and economic inclusion, while operational businesses such as automotive and mobility divisions prioritise environmental efficiency, resource management and emissions reduction. Technology-focused subsidiaries contribute through digital transformation and operational optimisation.

Stakeholder Relationships

The Group recognises that strong stakeholder relationships are fundamental to long-term sustainability and business success. Accordingly, the Group places significant emphasis on maintaining transparent, ethical and mutually beneficial relationships with all stakeholders.



Across the Group, stakeholder engagement is supported through structured communication channels, including regular meetings, reporting processes and feedback mechanisms. This approach ensures ongoing alignment between operational activities and stakeholder expectations.

Regulatory compliance remains a critical priority, particularly in highly regulated sectors within the Group. Subsidiaries maintain active engagement with regulatory authorities to ensure adherence to applicable legislation and governance requirements. This proactive approach to compliance strengthens institutional credibility and reduces operational risk.

The Group also actively supports local suppliers and service providers, contributing to the development of resilient local supply chains and broader economic growth within Namibia. Where international sourcing is required, responsible procurement principles are applied to ensure alignment with recognised sustainability standards.

Environmental, Social and Governance Factors in Business Strategy

Environmental Management

The Group continues to strengthen its environmental management practices through both operational improvements and strategic initiatives. The focus remains on reducing the environmental footprint associated with business activities while improving efficiency and sustainability.

Key environmental initiatives across the Group include:



Energy Efficiency and Renewable Energy

The Group implemented energy-efficient lighting, improved operating practices and selectively adopted solar energy solutions to reduce electricity consumption. During the year under review, electricity usage decreased by 66% compared with the previous year, driven by significant investment in solar plants over the past two years. Fossil fuel usage increased compared with the previous year, primarily due to expansion within the Group.



Water Conservation

Investment in water management systems, including water reclamation initiatives, aimed to reduce overall water usage and resulted in an improved efficiency of 21% compared with the same period in the previous year.



Waste Management and Recycling

Responsible handling of waste streams, including tyre recycling, used oil recovery and partnerships with waste management providers to minimise environmental impact.



Digital Transformation and Paper Reduction

Increased automation of operational processes and the adoption of digital systems to reduce reliance on paper-based processes.

Industry-specific environmental considerations are also addressed. For example, mobility and automotive operations focus on fuel efficiency and responsible fleet management, while financial services entities promote environmentally responsible asset financing and sustainable lending practices.

Social Impact and Human Capital

The Group recognises that its employees are fundamental to its success. A strong emphasis is therefore placed on developing, supporting and retaining a skilled and motivated workforce.

Core areas of focus include employee wellbeing and engagement, skills development and continuous training, workplace health and safety, diversity, inclusion and equal opportunity and leadership development and succession planning.

A strong emphasis is placed on fair, equitable and inclusive employment practices. Recruitment and advancement within the Group are based on merit, skills and qualifications, with a continued focus on diversity and equal opportunity across all levels of the organisation. The Group remains committed to providing safe, respectful and supportive working environments that promote employee wellbeing and productivity.

Employee development remains a key priority, with various subsidiaries implementing structured training programmes, skills development initiatives and leadership development interventions. These initiatives are designed not only to improve operational performance but also to ensure that employees are equipped to grow within the organisation and contribute meaningfully to its long-term success.

Health and safety remain critical priorities across all subsidiaries, with structured policies and training programmes in place to ensure safe working environments and reduce operational risk.

Beyond the internal focus areas, the Group continues to contribute to community development through initiatives such as educational and youth development programmes, school sport sponsorships and community engagement activities, support for professional training and development initiatives and financial inclusion and SME support within financial services subsidiaries.

These initiatives collectively contribute to strengthening communities and supporting long-term socio-economic development within Namibia.

Governance and Ethical Conduct

The Group maintains a strong commitment to ethical governance, transparency and accountability. Governance structures are supported by Boards of Directors at subsidiary level, Audit and Risk Committees, Group-level oversight through the SES Committee and internal and external audit functions.

A culture of ethical conduct is promoted across all levels of the organisation, with key principles including integrity and transparency in all business dealings, zero tolerance for corruption and unethical behaviour, responsible lending and financial management practices, protection of customer and stakeholder information and compliance with all applicable legal and regulatory requirements.

Risk management processes are embedded within operational frameworks, ensuring that key risks, including ESG-related risks, are identified, monitored and mitigated effectively.

The Group continues to invest in strengthening its governance and reporting frameworks, with particular focus on improving ESG data quality, performance measurement and alignment with recognised global standards

Governance and Accountability

Nictus Holdings Limited remains committed to maintaining high standards of governance and accountability across all subsidiaries.

ESG oversight is integrated into senior leadership structures, ensuring that sustainability considerations are incorporated into strategic decision-making processes. Regular reporting to the SES Committee provides oversight and ensures alignment with Group objectives.

Ongoing initiatives include strengthening ESG monitoring and reporting systems, enhancing data collection and performance measurement, improving consistency and comparability of ESG metrics across subsidiaries and aligning ESG practices with evolving regulatory and stakeholder expectations.

These initiatives position the Group to continue improving its ESG performance and reporting capabilities over time.

Conclusion

Nictus Holdings Limited remains committed to building a sustainable, responsible and resilient business that delivers long-term value to all stakeholders. During the financial year under review, the Group has continued to strengthen its ESG performance across all three pillars:

Environmental

Through improved resource management, efficiency initiatives and environmental awareness.

Social

Through investment in employees, communities and development programmes.

Governance

Through strong oversight structures, ethical conduct and compliance frameworks.

The combined efforts of all subsidiaries demonstrate a unified commitment to responsible business practices and sustainable growth.

Looking forward, the Group will continue to enhance its ESG capabilities, with a focus on improved measurement, reporting and impact. Through these efforts, Nictus Holdings Limited remains well positioned to contribute meaningfully to Namibia's economic development while maintaining the highest standards of corporate responsibility.

The Committee is satisfied that it has discharged its responsibilities over the past 12 months in accordance with its charter and confirms that no environmental notices, complaints, directives, suits or similar documents were received. The Committee further confirms that no such notices or actions were sent to, received by or served upon the company by any local environmental regulatory body, that no external or internal social grievances were raised as a result of the environmental impact of operations or related activities, and that no incidents of contamination leading to a government-issued remediation order occurred during the period under review. The Committee remains committed to maintaining effective oversight in the year ahead.

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.

	2026 N\$ '000	2025 N\$ '000
Value Added		
Value added by operating activities		
Revenue	1 172 061	1 016 503
Insurance revenue	54 750	58 790
Cost of materials and services	(1 129 668)	(955 535)
Other income	17 537	16 363
Investment income from operations	135 542	97 262
	<u>250 222</u>	<u>233 383</u>
Value Distributed		
To Pay Employees	139 786	118 656
Salaries, wages, medical and other benefits	<u>139 786</u>	<u>118 656</u>
To Pay Providers of Capital	7 266	5 654
Finance costs	13 361	18 705
Dividends paid	<u>20 627</u>	<u>24 359</u>
To Pay Government	3 097	2 682
Current tax	<u>3 097</u>	<u>2 682</u>
To be retained in the business for expansion and future wealth creation:		
Value reinvested		
Depreciation, amortisation and impairments	18 966	15 638
Deferred tax	<u>(2 252)</u>	<u>13 198</u>
	<u>16 714</u>	<u>28 836</u>
Value retained		
Retained profit	69 998	58 850
	<u>69 998</u>	<u>58 850</u>
Total Value Distributed	<u>250 222</u>	<u>233 383</u>
Value added represents the additional wealth which the Group has been able to create by its own and employee efforts.		
Direct and indirect taxes		
Value Added Tax (net payment)	84 834	103 089
Import VAT paid	106 565	85 277
Pay As You Earn	16 988	15 555
Non Resident Shareholders Tax	129	186
Current tax	<u>3 097</u>	<u>2 682</u>
	<u>211 613</u>	<u>206 789</u>

Consolidated and Separate Annual Financial Statements

for the year ended 30 June 2026

Table of Contents

Directors' Responsibilities and Approval	33
Independent Auditor's Report	34
Directors' Report	39
Statement of Financial Position	43
Statement of Profit or Loss and Other Comprehensive Income	44
Statement of Changes in Equity	45
Statement of Cash Flows	46
Accounting Policies	47
Notes to the Consolidated and Separate Annual Financial Statements	63

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 year then ended, in conformity with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB). 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 IFRS Accounting 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 2027 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 34 - 38.

The consolidated and separate annual financial statements set out on pages 39 - 114, which have been prepared on the going concern basis, were approved by the board on 17 September 2026 and were signed on their behalf by:

ME Ackermann
Authorised Director

PJ de W Tromp
Authorised Director

Independent Auditor's Report



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61 Simeon Shixungileni Street
P.O. Box 2184
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To the Members of Nictus Holdings Limited

Opinion

We have audited the consolidated and separate annual financial statements of Nictus Holdings Limited ("the company") and Subsidiaries ("the group") set out on pages 39 to 114, which comprise the consolidated and separate statements of financial position as at 30 June 2026, 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 policy information 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 2026, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of Namibia.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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) as applicable to the audits of financial statements of public interest entities and other independence requirements applicable to performing audits of financial statements of public interest entities in Namibia. We have also 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 judgment, were of most significance in our audit of consolidated and separate annual financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate annual financial statements as a whole, and in forming our opinion thereon, and we do not provide separate opinion on these matters.

BDO, a Namibian partnership, is registered with the Public Accountants and Auditors Board (Practice Number: 9402). Our firm has offices in Windhoek, Walvis Bay and Oshakati. BDO is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the International BDO network of independent member firms.

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Key Audit Matter	How the matter was dealt with in the audit
Reinsurance recoverable Reinsurance recoverable is a material item in the group annual financial statements and is disclosed on the face of the statement of financial position as such. (Refer to the litigation statement included in the Directors' Report and note 16 of the consolidated annual financial statements.) The reinsurance recoverable comprises of reinsurance premiums ceded to the reinsurer until 30 June 2022 in compliance with notices and regulations contained in Government Notices 332 - 338 as gazetted on 29 December 2017 for alternative risk transfer business. Subsequently, the asset was measured at amortised cost.	Our audit procedures, amongst others, included: • With the assistance of our technical expertise, we assessed the nature of the asset and the methodology applied, key assumptions used and the reasonableness of the data relied upon determining the expected credit loss; • Reviewed and inspected applicable governing legislations to ascertain the correct application thereof in determination of the value of the asset and compliance thereof; • Reviewed management's calculations for accuracy and compliance with the court order and relevant legislations; • Reviewed relevant applicable court documentations and correspondence between the affected parties; • Assessed the adequacy of disclosures in the financial statements, against the requirements of IFRS® Accounting Standards as issued by the IASB.

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Key Audit Matter	How the matter was dealt with in the audit
Valuation of properties The group has a significant property portfolio consisting of owner-occupied property, N\$547.4 million included in property, plant and equipment (note 3), and investment property to the value of N\$5.1 million (note 5). The company has investment property to the value of N\$9.9 million (note 5). The properties are valued on an annual basis by the directors of the group using an approved valuation model. The model calculates an estimated rental value and replacement cost value. The directors apply a weighting of 40% to the rental value and 60% to the replacement cost value, in order to calculate the value of the property. Key unobservable inputs in the valuation model include: • Estimated rental value • Capitalisation rate • Replacement cost • Depreciation rate The valuation process involves significant judgement, in particular in arriving at the values for the key unobservable inputs used and the 40:60 weighting applied. Further judgement is exercised by the directors in determining that properties under construction, recently developed properties, and recently acquired properties, do not require a valuation, as construction costs and recent purchase prices are considered to closely approximate fair value during the initial period following construction or acquisition. Should any of the assumptions used or values of the key inputs change, it may have a material impact on the consolidated and separate annual financial statements.	Our audit procedures, amongst others, included: • Reviewed the valuation model to ensure the accuracy of the calculations; • Compared the valuation model to the models and methods used by external professional valuers; • Recalculated the property values by using the directors' model; • Compared and stress tested the key unobservable inputs used by the directors to market available data; • Performed sensitivity analysis on the key inputs and assumptions; and • Considered the valuation method, assumptions and disclosures in line with the requirements of IFRS® 13.

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Other Information

The directors are responsible for the other information. The other information comprises the documents included in the Integrated Annual Report, which we obtained prior to the date of this auditor's report. 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 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.

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 IFRS® Accounting Standards as issued by the International Accounting Standards Board 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 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 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 ISAs 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 ISAs, we exercise professional judgement and maintain professional scepticism 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's and company's internal control.

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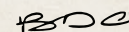
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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting 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's 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 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 or 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 period 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.



BDO Namibia
Registered Accountants and Auditors
Chartered Accountants (Namibia)

Per: JSW de Vos
Partner

Windhoek
17 September 2026

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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 2026.

1. Nature of business

Nictus Holdings Limited is an operational holding company incorporated in Namibia with interests in the retail, property as well as insurance and finance industries. The Group operates primarily within Namibia and is in the process of expanding certain operations into Botswana.

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 IFRS Accounting 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 note 2.

The Group recorded a net profit after tax for the year ended 30 June 2026 of N\$69,998 million. This represented an increase of 19% from the net profit after tax of the prior year of N\$58,850 million.

Group revenue increased by 15% from N\$1,017 billion in the prior year to N\$1,172 billion for the year ended 30 June 2026. Group insurance revenue decreased by 7% from N\$58,790 million in the prior year to N\$54,750 million for the year ended 30 June 2026.

The Group's assets increased by 26% from N\$2,618 billion in the prior year to N\$3,296 billion at 30 June 2026. The increase in the Group's assets is mainly attributable to improved investment returns during the current financial year and increased capital development expenditure.

The Company recorded revenue for the year of N\$92,716 million (2025: N\$59,470 million). This represents an increase of 56%.

The Company's assets decreased by 1% from N\$374,468 million in the prior year to N\$369,523 million at 30 June 2026.

3. Interests in subsidiaries

Details of material interests in subsidiary companies are presented in the consolidated and separate annual financial statements in note 8.

The interest of the Group in the profits and losses of its subsidiaries for the year ended 30 June 2026 are as follows:

	2026 N\$ '000	2025 N\$ '000
Subsidiaries		
Total profit before income tax	75,157	94,819

4. Segmental analysis

A detailed segmental analysis is included in note 43 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
ME Ackermann	Independent Non-Executive Director	Namibian
PJ de W Tromp	Managing Director	Namibian
SW Walters	Lead Independent Non-Executive Director	Namibian
CA Snyman	Financial Director	South African (permanent residence)

PJ de W Tromp and ME Ackermann were re-elected as directors at the Annual General Meeting held on 27 November 2025. GR de V Tromp, ME Ackermann and SW Walters were re-elected as members of the Audit and Risk Committee. ME Ackermann was also re-elected as chairperson of the Audit and Risk Committee.

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 25 cents per share (N\$13,4 million) were declared and paid by the Company on 3 November 2025.

Final dividend of 35 cents per share (N\$18,7 million) was approved by the board on 17 September 2026 in respect of the year ended 30 June 2026. 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	23 October 2026
Ordinary shares trade "ex" dividend	26 October 2026
Record date	30 October 2026
Payment / issue date	2 November 2026

Share certificates may not be dematerialised between 26 October 2026 and 30 October 2026, 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 its discretion up 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	8	1.36	31,943,796	59.77
Non-public shareholders: Strategic holdings (more than 5%)	1	0.17	8,025,455	15.02
Public shareholders	580	98.47	13,474,249	25.21
	589	100.00	53,443,500	100.00

Distribution of shareholders per category	Number of shareholdings	%	Number of shares	%
Banks, Brokers, Nominees and Trusts	31	5.26	12,409,618	23.22
Close Corporations	10	1.70	940,150	1.76
Individuals	517	87.77	5,109,528	9.56
Insurance company	1	0.17	9,375	0.02
Other corporations	7	1.19	231,534	0.43
Private companies	20	3.40	34,305,480	64.19
Public companies	3	0.51	437,815	0.82
	589	100.00	53,443,500	100.00

Shareholders with an interest above 5% of issued share capital	Number of shares	%
KCB Trust	8,025,455	15.02
Ultra Investments (Pty) Ltd	15,421,636	28.86
Red Acre Trading (Pty) Ltd	14,933,982	27.94
	38,381,073	71.82

Directors' Report

Directors' interest in share capital	Number of shares	%
Directors' indirect interest		
PJ de W Tromp*	15,422,664	28.86
GR de V Tromp*	16,461,132	30.80
Director's direct interest		
CA Snyman	60,000	0.11
	31,943,796	59.77

* 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 an entity in which Messrs PJ de W Tromp (Nature Unlimited Consultations (Pty) Ltd) has a 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

At the annual general meeting, the shareholders will be requested to reappoint BDO Namibia as the independent external auditors of the Company and to confirm Mr JSW de Vos as the designated lead audit partner for the 2027 financial year.

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 have assessed the Group's and Company's ability to continue as going concerns. As at 30 June 2026, the Group's and Company's net asset value amounted to N\$397.2 million and N\$122.7 million (2025: N\$340.8 million and N\$108.1 million) respectively. The Group and Company achieved a profit for the year of N\$70.0 million and N\$27.6 million (2025: N\$58.9 million and N\$9.7 million) respectively and the Group's cash and cash equivalents increased by N\$320.7 million (2025: N\$250.2 million). The Group however has a working capital deficit of N\$415.9 million (2025: N\$475.8 million).

The following were also considered as part of the Group's going concern assessment for a period of at least twelve months from the reporting date:

- The Group's working capital deficit primarily reflects the operational characteristics of the insurance segment, which operates within a regulated environment. The insurance contract liabilities relate to short-term policies and are not expected to be settled simultaneously.
- The Group regularly performs scenario analyses and stress testing across various risk exposures, including potential insurance claims. Based on these assessments, the directors are satisfied that reserves are sufficient to meet foreseeable obligations, with no material claim developments anticipated.
- The directors have reviewed the Group's cash flow forecasts and liquidity plans, covering at least twelve months from the reporting date, and are satisfied that the Group maintains adequate liquidity buffers
- The Group retains access to readily available liquid assets and unencumbered properties.
- The Group has limited external debt, a strong capital base and a diversified investment portfolio.
- The directors are 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, other than the statutory and regulatory requirements, including FIMA and the Regulation 8 investment concentration matter relating to secured advances as disclosed in note 13 of the directors' report.
- The directors are not aware of any new material changes that may adversely impact the Group and Company.

Having considered the Group's and Company's financial position, liquidity, operational resilience, and regulatory compliance, the directors have concluded that there are no material uncertainties that cast significant doubt on the ability of the Group or Company to continue as a going concern and that it is appropriate to adopt the going concern basis in preparing the financial statements.

13. Laws and regulations

The Financial Institutions and Markets Act, 2024 ("FIMA") became effective on 1 May 2026 and applies to the Group's regulated operations, specifically the insurance segment. The Group has implemented a formal FIMA implementation programme under the oversight of the relevant boards and management. During the reporting period, a comprehensive assessment was completed, implementation action plans were approved, governance and compliance frameworks were enhanced, and independent oversight functions were established where required. As expected during the implementation of a new regulatory framework, the assessment identified areas that require further enhancement or clarification. Management has developed appropriate remediation plans and, where necessary, continues to engage constructively with NAMFISA regarding the practical implementation of specific regulatory requirements. The Board is satisfied that appropriate governance arrangements are in place to monitor implementation and support ongoing compliance with FIMA.

A Regulation 8 investment concentration matter was identified in the insurance segment relating to secured advances, arising from the regulatory classification of a portion of the secured advance portfolio. The Board and management of the relevant insurance subsidiary have approved a formal remediation plan, which includes the restructuring and partial disposal or refinancing of the affected portfolio, and continue to engage constructively with the regulator regarding its implementation. The Board has assessed the matter and is satisfied that it does not materially affect the Group's financial position, solvency or ability to continue as a going concern.

14. 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.

15. Date of authorisation for issue of financial statements

The consolidated and separate annual financial statements have been authorised for issue by the directors on 17 September 2026. 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 2026

		Group		Company	
Figures in Namibia Dollar Thousand	Note(s)	2026	2025	2026	2025
Assets					
Non-Current Assets					
Property, plant and equipment	3	617,729	451,281	2,815	1,552
Right-of-use assets	4	10,950	5,911	197	413
Investment property	5	5,098	75,633	9,939	9,800
Goodwill	7	2,414	2,414	-	-
Intangible assets	6	4,955	5,389	4,170	4,139
Investments in subsidiaries	8	-	-	247,311	228,891
Trade and other receivables	9	74,636	53,788	-	-
Investments	10	178,150	229,788	334	313
Loans and receivables	11	18,853	81,413	-	-
Finance lease receivables	12	6,034	8,021	-	-
Deferred tax	13	17,047	13,729	4,902	4,902
		935,866	927,367	269,668	250,010
Current Assets					
Inventories	14	204,119	182,554	-	-
Loans to related parties	15	-	-	86,405	118,909
Trade and other receivables	9	237,097	207,686	2,617	4,120
Investments	10	274,495	-	-	-
Loans and receivables	11	17,890	20,186	-	-
Finance lease receivables	12	6,289	5,780	-	-
Reinsurance recoverable	16	251,166	237,845	-	-
Other financial assets		-	-	1,128	951
Cash and cash equivalents	17	1,357,409	1,036,728	405	478
		2,348,465	1,690,779	90,555	124,458
Assets held for sale	18	11,475	-	9,300	-
Total Assets		3,295,806	2,618,146	369,523	374,468
Equity and Liabilities					
Equity					
Stated capital	19	129	129	129	129
Reserves		135,135	145,602	-	-
Retained income		261,962	195,043	122,540	108,003
		397,226	340,774	122,669	108,132
Liabilities					
Non-Current Liabilities					
Loans from related parties	25	-	-	77,638	-
Interest bearing loans and borrowings	22	34,398	14,416	-	-
Lease liabilities	4	6,425	4,997	-	209
Contract liabilities	24	4,524	2,663	-	-
Deferred tax	13	88,163	88,683	-	-
		133,510	110,759	77,638	209
Current Liabilities					
Trade and other payables	23	152,937	102,412	11,287	7,807
Loans from related parties	25	-	-	130,943	232,276
Interest bearing loans and borrowings	22	38,596	32,573	26,718	25,838
Lease liabilities	4	5,598	1,400	209	206
Contract liabilities	24	1,473	1,037	-	-
Current tax payable		887	534	59	-
Provisions		-	93	-	-
Insurance contract liability	26	2,564,867	2,028,564	-	-
		2,764,358	2,166,613	169,216	266,127
Liabilities directly associated with assets held for sale	18	712	-	-	-
Total Liabilities		2,898,580	2,277,372	246,854	266,336
Total Equity and Liabilities		3,295,806	2,618,146	369,523	374,468

Statement of Profit or Loss and Other Comprehensive Income

Figures in Namibia Dollar Thousand	Note(s)	Group		Company	
		2026	2025	2026	2025
Revenue		1,148,165	977,178	92,716	59,470
Effective interest income		23,896	39,325	-	-
Total revenue	27	1,172,061	1,016,503	92,716	59,470
Cost of sales	28	(901,002)	(760,811)	-	-
Gross profit		271,059	255,692	92,716	59,470
Insurance service result		31,412	28,610	-	-
Insurance revenue	26	54,750	58,790	-	-
Insurance service expenses	26	(22,432)	(29,330)	-	-
Net expenses from reinsurance contract held	29	(906)	(850)	-	-
Net insurance finance expenses		(122,074)	(96,121)	-	-
No claim bonus charge to profit or loss	26	(243,871)	(193,025)	-	-
Finance income earned from secured advances	26	121,797	96,904	-	-
Investment income from operations	31	135,542	97,262	-	-
Other operating income	30	17,537	16,363	926	404
Operating gains / (losses)		162	1,384	(2,369)	7,040
Interest income reinsurance		14,311	12,435	-	-
Administrative expenses		(65,510)	(61,145)	(21,486)	(18,431)
Operating expenses		(208,915)	(178,367)	(23,862)	(20,218)
Operating profit	33	73,524	76,113	45,925	28,265
Investment income	31	5,009	3,601	55	105
Finance costs	34	(7,266)	(5,654)	(18,115)	(18,660)
Profit before taxation		71,267	74,060	27,865	9,710
Taxation	35	(1,269)	(15,210)	(249)	-
Profit for the year		69,998	58,850	27,616	9,710
Other comprehensive income:					
Items that will not be reclassified to profit or loss:					
Gains on property revaluation		-	20,037	-	-
Tax effect of tax rate change		424	-	-	-
Taxation relating to property revaluation		-	(670)	-	-
Total items that will not be reclassified to profit or loss		424	19,367	-	-
Items that may be reclassified to profit or loss:					
Exchange differences on translating foreign operations		(891)	(268)	-	-
Other comprehensive income for the year net of taxation		(467)	19,099	-	-
Total comprehensive income for the year		69,531	77,949	27,616	9,710
Earnings per share					
Per share information					
Basic earnings per share (c)	44	130.98	110.12	-	-
Basic and diluted earnings per share	44	130.98	110.12	-	-

Statement of Changes In Equity

	Stated capital	Foreign currency translation reserve	Revaluation reserve	Insurance contingency reserve	Total reserves	Retained income	Total equity
Figures in Namibia Dollar Thousand							
Group							
Balance at 1 July 2024	129	-	63,452	45,551	109,003	172,251	281,383
Profit for the year	-	-	-	-	-	58,850	58,850
Other comprehensive income	-	(268)	19,367	-	19,099	-	19,099
Total comprehensive income for the year	-	(268)	19,367	-	19,099	58,850	77,949
Transfer to contingency reserve	-	-	-	17,500	17,500	(17,500)	-
Prescribed dividends	-	-	-	-	-	147	147
Dividends paid	-	-	-	-	-	(18,705)	(18,705)
Total contributions by and distributions to owners of company recognised directly in equity	-	-	-	17,500	17,500	(36,058)	(18,558)
Balance at 1 July 2025	129	(268)	82,819	63,051	145,602	195,043	340,774
Profit for the year	-	-	-	-	-	69,998	69,998
Other comprehensive income	-	(891)	424	-	(467)	-	(467)
Total comprehensive income for the year	-	(891)	424	-	(467)	69,998	69,531
Transfer from contingency reserve	-	-	-	(10,000)	(10,000)	10,000	-
Prescribed dividends	-	-	-	-	-	282	282
Dividends paid	-	-	-	-	-	(13,361)	(13,361)
Total contributions by and distributions to owners of company recognised directly in equity	-	-	-	(10,000)	(10,000)	(3,079)	(13,079)
Balance at 30 June 2026	129	(1,159)	83,243	53,051	135,135	261,962	397,226
Note(s)	19		20	21			

	Stated capital	Foreign currency translation reserve	Revaluation reserve	Insurance contingency reserve	Total reserves	Retained income	Total equity
Figures in Namibia Dollar Thousand							
Company							
Balance at 1 July 2024	129	-	-	-	-	116,851	116,980
Profit for the year	-	-	-	-	-	9,710	9,710
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	9,710	9,710
Prescribed dividends	-	-	-	-	-	147	147
Dividends paid	-	-	-	-	-	(18,705)	(18,705)
Total contributions by and distributions to owners of company recognised directly in equity	-	-	-	-	-	(18,558)	(18,558)
Balance at 1 July 2025	129	-	-	-	-	108,003	108,132
Profit for the year	-	-	-	-	-	27,616	27,616
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	27,616	27,616
Prescribed dividends	-	-	-	-	-	282	282
Dividends paid	-	-	-	-	-	(13,361)	(13,361)
Total contributions by and distributions to owners of company recognised directly in equity	-	-	-	-	-	(13,079)	(13,079)
Balance at 30 June 2026	129	-	-	-	-	122,540	122,669
Note(s)	19		20	21			

Statement of Cash Flows

		Group		Company	
Figures in Namibia Dollar Thousand	Note(s)	2026	2025	2026	2025
Cash flows from operating activities					
Cash generated from / (used in) operations	36	665,749	436,354	24,340	(2,298)
Interest income	31	5,009	3,601	55	105
Finance costs	34	(7,266)	(5,654)	(18,115)	(18,660)
Tax paid	37	(3,664)	(2,148)	(190)	-
Net cash from / (used in) operating activities		659,828	432,153	6,090	(20,853)
Cash flows from investing activities					
Purchase of property, plant and equipment	3	(124,806)	(56,262)	(1,823)	(964)
Proceeds from sale of property, plant and equipment	3	6,412	18,008	-	493
Purchase of investment property	5	(89)	(27,263)	(139)	-
Purchase of intangible assets	6	(1,584)	(2,988)	(1,267)	(2,371)
Investment in subsidiary		-	-	-	(13,800)
Net cash paid on business combinations		-	(2,840)	-	-
Cash receipts on loans to related parties	15	-	-	39,960	26,543
Cash advanced in loans to related parties	15	-	-	(44,916)	(63,046)
Cash advanced in loans receivable	11	(6,557)	(4,201)	-	-
Cash receipts on repayments of loans receivable	11	5,653	5,232	-	-
Purchase of investments	10	(222,857)	(80,859)	-	(8)
Purchase of other financial assets		-	-	(120)	(120)
Net cash used in investing activities		(343,828)	(151,173)	(8,305)	(53,273)
Cash flows from financing activities					
Cash received on loans from related parties	25&39	-	-	14,829	101,317
Repayments of borrowings	22&39	(587)	(8,935)	-	(8,486)
Cash advances received on borrowings	22&39	25,882	-	880	-
Payment on lease liabilities	4&39	(5,974)	(2,841)	(206)	(16)
Dividends paid	38	(13,361)	(18,705)	(13,361)	(18,705)
Net cash from / (used in) financing activities		5,960	(30,481)	2,142	74,110
Total cash movement for the year		321,960	250,499	(73)	(16)
Cash and cash equivalents at the beginning of the year		1,036,728	786,502	478	494
Effect of foreign exchange on cash and cash equivalents		(948)	(273)	-	-
Cash and cash equivalents included in assets held for sale	18	(331)	-	-	-
Cash and cash equivalents at the end of the year	17	1,357,409	1,036,728	405	478

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 2026 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, IFRS Accounting Standards 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 is 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. The annual financial statements are presented in thousands of Namibia Dollars (N\$'000).

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

1.2 Significant judgements and sources of estimation uncertainty

The preparation of consolidated and separate annual financial statements in conformity with IFRS Accounting Standards 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

The critical judgements made by management in applying accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognised in the financial statements, are outlined as follows:

Going concern assumption

Management prepared these annual financial statements on a going concern basis. In making this judgement management considered the facts and events disclosed in note 47 of the annual financial statements.

Key sources of estimation uncertainty

Impairment of financial assets

The Group assesses its financial assets 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.

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.

For commercial and residential properties, 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. The following unobservable inputs are significant to the valuation of the Group's property portfolio:

- Estimated rental value
- Capitalisation rate
- Replacement cost
- Depreciation factor

Commercial land acquired but not yet developed has not been revalued, as the directors have assessed that the acquisition cost closely reflects the land's value and continues to approximate its fair value.

Recently acquired and developed properties are not revalued, as the directors' judgement is that the costs incurred during development and the recent purchase prices closely reflect the property's value during this initial period and approximate its fair value.

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 3 in terms of the fair value hierarchy.

Impairment testing of non-financial assets

The Group reviews the carrying amounts of its assets at each reporting date to determine whether there is any indication of impairment. Goodwill is tested for impairment annually and whenever there is an indication that it may be impaired. For other assets, impairment testing is performed when events or changes in circumstances indicate that their carrying amounts may not be recoverable. Where an impairment indicator exists, management determines the recoverable amount by performing value in use and fair value less costs of disposal calculations. These calculations require the use of estimates and assumptions. Where it is not possible to determine the recoverable amount for an individual asset, management assesses the recoverable amount of 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. For motor vehicles used in the Group's vehicle rental operations, useful lives and residual values are determined with reference to guaranteed buy-back agreements and considering independent market information from automotive valuation guides.

Management assesses 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. For motor vehicles used in the Group's vehicle rental operations, useful lives are determined by means of fleet replacement strategies which are generally based on specified mileage thresholds and, where applicable, contractual time limits.

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 1.18.

1.2 Significant judgements and sources of estimation uncertainty (continued)

Reinsurance recoverable

Management exercises significant judgement in the recognition, measurement and valuation of the reinsurance recoverable, which is recognised as a financial asset measured at amortised cost in accordance with IFRS 9.

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.

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.

For financial instruments that are not traded in an active market, fair values are determined using appropriate valuation techniques. These techniques maximise the use of observable market inputs and minimise the use of unobservable inputs and may include discounted cash flow models and other commonly accepted valuation methodologies.

The carrying amounts of trade and other receivables, net of any impairment allowance, and trade and other payables are considered to approximate their fair values due to the short-term nature of these instruments.

The fair value of interest-bearing financial liabilities is estimated by discounting future contractual cash flows using current market interest rates available to the Group for financial instruments with similar terms, credit risk and maturity profiles.

1.3 Consolidation

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 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.

Revaluations on land and buildings 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.

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.

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 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

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

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 42 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's 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.

1.7 Financial instruments (continued)

Investments in debt and equity instruments

Classification

Investments in equity instruments are presented in note 10. 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.

Debt instruments are classified based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the instruments. Debt instruments are measured at either amortised cost or fair value through profit or loss, as appropriate.

Recognition and measurement

Investments in debt and equity instruments are recognised when the Group becomes a party to the contractual provisions of the instrument. Investments in equity instruments measured at fair value through profit or loss are initially measured at fair value, with transaction costs recognised in profit or loss. Debt instruments measured at amortised cost are initially recognised at fair value plus directly attributable transaction costs.

Fair value gains or losses recognised on investments at fair value through profit or loss are included in investment income from operations (note 31). Debt instruments measured at amortised cost are subsequently measured using the effective interest method and are subject to the expected credit loss impairment model.

Dividends received on equity investments are recognised in profit or loss when the Group's right to receive 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 from operations (note 31).

Interest received on debt instruments measured at amortised cost is recognised using the effective interest method and included in investment income from operations (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.

Loans receivable and trade and other receivables

Classification

Loans to related parties (note 15), loans and receivables (note 11) and trade and other receivables (note 9), excluding, when applicable, VAT and prepayments, are classified as financial assets subsequently measured at amortised cost.

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 revenue (note 27).

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, 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.

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.

Accounting Policies

1.7 Financial instruments (continued)

The Group makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade 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 receivables in totality. Details of the provision matrix is presented in note 9.

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 operating profit in profit or loss as a movement in credit loss allowance (note 33).

Lifetime ECL is measured on a collective basis in cases where evidence of significant increases in credit risk is 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 vice 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 9) and the financial instruments and risk management (note 42).

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 25), interest bearing loans and borrowings (note 22) as well as trade and other payables (note 23), 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 42 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.

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.

IFRS 17 has an impact on 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 the Group 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.

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 determines 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.

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 33) 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.

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

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;
- 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 33).

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 34).

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.

Accounting Policies

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 right-of-use asset 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;

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 the lease term and the 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.

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.

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 from 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.

Finance leases

Amounts due from lessees are recognised from the commencement date at an amount equal to the Group net investment in the lease. They are presented as lease receivables (note 12) 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;
- 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, glass fitment, tracking, building supplies and hardware businesses are determined on the weighted average cost basis.

Work-in-progress comprises of costs incurred during the service and repairs of vehicles and the work is not yet completed.

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 sale, less any 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 shares

Ordinary shares are classified as 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 is recognised as cost-to-company (CTC) in the period in which the service is rendered and is 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 Contingencies

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognised in the financial statements. They are disclosed when an inflow of economic benefits is probable. When the realisation of income is virtually certain, the related asset is recognised.

Accounting Policies

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), parts and tracking devices for the vehicles. The Group also sells tyres and related accessories; household furniture and appliances; computer hardware and software and building supplies and hardware directly to customers through its own retail outlets situated all over Namibia.

Revenue is recognised from the 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 and no significant financing component is considered present due to the short-term nature of the payment terms. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates, and VAT.

The Group sells its own service plans in respect of vehicles that are not covered by manufacturer service plans. These plans provide customers with coverage for specified maintenance services over defined periods, generally ranging from two to five years. Consideration for the service plans is received upfront, typically as part of the vehicle sales transaction, and is initially recognised as a contract liability. Revenue is recognised over time, in line with the satisfaction of the performance obligations, as services are provided. The amount of revenue recognised corresponds to the costs of the service work performed during the period. Contract liabilities are maintained to reflect the obligation to provide future services under the terms of the service plans.

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 right 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 amounts 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.

Rendering of services - retail

The Group sells a wide range of services to customers for vehicle servicing, maintenance and repair. These include vehicle mechanical repairs and services, glass fitment and repairs, wheel balancing, alignment and repair, as well as call-out and on-site services. The Group also offer vehicle tracking services, voice services, business process management services and roadside assistance.

Revenue is recognised at a point in time for all services rendered by the Group, except for vehicle tracking, voice services and business process management services which is recognised over a period of time as the customer receives and makes use of the services.

For customers who pay for tracking services in advance, the full payment received is initially recorded as a contract liability. Revenue is then recognised on a straight-line basis over the duration of the subscription period, reflecting the ongoing delivery of service. The unearned portion of the subscription is presented as a contract liability on the balance sheet and is systematically released to revenue as the service is rendered.

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

1.15 Revenue (continued)

Finance income earned

For sales of household furniture and goods under instalment sale agreements, as well as instalment sale agreements entered into by the Group's vehicle financing segment, the present value of the contractual instalment 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 instalment sale agreement using the effective interest method, which reflects a constant periodic rate of return.

The interest component earned under instalment sale agreements is recognised as revenue over the term of the agreement. Interest accrues from the date on which the sales or instalment agreement is concluded and is recognised over the contractual period based on the terms and conditions of the 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 to note 1.9).

Rental income from letting of commercial properties and vehicles

The Group acts as a lessor in lease arrangements for commercial properties and vehicle rentals.

Commercial property leases

The Group has entered into lease agreements with customers for the letting of commercial properties. These leases are classified as operating leases under IFRS 16. Revenue from such leases is recognised on a straight-line basis over the lease term, reflecting the pattern in which the benefit from the use of the underlying asset is provided to the lessee. The directors consider this time-based input method to be an appropriate measure of progress toward complete satisfaction of the performance obligation under the lease arrangement (refer note 1.9).

Vehicle rentals

Vehicle rental revenue is recognised on a straight-line basis over the rental term, in accordance with the principles of IFRS 16: Leases applicable to operating leases (refer to note 1.9). Revenue is measured at the transaction price, representing the amount of consideration to which the Group expects to be entitled in exchange for the services provided, excluding value-added tax.

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.

Contract costs comprise:

- costs that relate directly to the specific contract;
- costs that are attributable to contract activity in general and can be allocated to the contract; and
- such other costs as are specifically chargeable to the customer under the terms of the contract.

1.17 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 43.

Accounting Policies

1.18 Insurance contracts

Classification of insurance policies

Unit of account

Corporate Guarantee and Insurance Company of Namibia Limited (Corporate Guarantee), a subsidiary of the Group, is a registered Namibia short term insurer.

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.

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.

Significant insurance risk is present if an insured event could cause the issuer to pay additional amounts that are significant in any single scenario, excluding scenarios that have no commercial substance. Consequently, the insurer risk can be significant even if there is minimal probability of significant losses for a portfolio or group of contracts.

In return for payment of an insurance premium, the Group 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. The policyholder may be indemnified by virtue of a payment up to the policy indemnity limit or, at the insurer's sole discretion, by replacement, reinstatement or repair.

Insurance contract component considerations

The policies that the Group sells 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. The cession agreement in place, ensures that if the policyholder cancels the insurance policy after twelve months, the outstanding loan is simultaneously settled. Secured advances therefore cannot exist beyond the termination of the insurance relationship. This demonstrates a clear linkage between the insurance policy and the loan, reinforcing their treatment as a single, interrelated contract under IFRS 17.

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 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 or when the Group determines that a group of contracts becomes onerous.

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.

1.18 Insurance contracts (continued)

Contract boundary

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 premium 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.

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.

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.

Measurement

The appropriate measurement model applicable to the insurance contracts is the Premium Allocation Approach.

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 Group perspective; all insurance contracts issued have a contract boundary of one year or less.

The carrying amount of a group of insurance contracts issued at the end of each reporting period is the sum of:

- The LRC; and
- The liability for incurred claims (LIC) comprising the fulfilment cash flows related to past services allocated to the Group at the reporting date.

Using the PAA, the balance of the LRC for the group will consist, in essence, of the following elements:

- The carrying amount following the initial recognition or at the beginning of the reporting period;
- Plus the premiums received in the subsequent reporting period;
- 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.

1.18 Insurance contracts (continued)

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 the Group's insurance contracts issued have a coverage period of one year or less, thus this criterion is satisfied.

Monthly no claim bonus is allocated to the experience account of the policyholder based on the terms and conditions set out within the insurance contract.

No claim bonus is calculated on the positive balance of the experience account, at a rate determined by the Group, according to market conditions. The no claim bonus 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 no claim bonus accrues and is due to the policyholder on expiry or cancellation of the policy. The existence of the no claim bonus component would increase the LRC subsequent to initial recognition. The increase of the LRC will not coincide with cash flow receipts. The allocation of no claim bonus is expensed and disclosed as part of the net insurance finance expenses in the statement of profit or loss and other comprehensive income.

The estimate 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.

The Group manages its non-financial risk through underwriting limits, approval procedures for new clients, pricing guidelines, centralised management of risk and monitoring of emerging issues. Historical experience and results have demonstrated a reliable capacity to estimate cash flows. Consequently, we are confident in our continued ability to make accurate cash flow projections.

Fulfilment cash flows

The fulfilment cash flows comprise unbiased and probability weighted estimates of future cash flows within the contract boundary. The fulfilment cash flows consider all reasonable and supportable information available at the reporting date without undue cost or effort. Fulfilment cash flows are determined separately for insurance contracts issued. Fulfilment cash flows are allocated to groups of insurance contracts for measurement purposes.

1.19 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.

The Group reinsures a portion as determined by the NamibRe Act of the administration fee that the Group charges its clients which is considered to be the risk portion of our business. Reinsurance premiums are recognised as expense in the profit or loss statement when they become due. The Group receives an override commission based on the terms outlined in the reinsurance agreements.

1.20 Impairment of non-financial assets

The Group assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the group estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the Group also:

- tests goodwill acquired in a business combination for impairment annually.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units.

An impairment loss is recognised for cash-generating units if the recoverable amount of the unit is less than the carrying amount of the units. The impairment loss is allocated to reduce the carrying amount of the assets of the unit in the following order:

- first, to reduce the carrying amount of any goodwill allocated to the cash-generating unit and
- then, to the other assets of the unit, pro rata on the basis of the carrying amount of each asset in the unit.

Notes to the Consolidated and Separate Annual Financial Statements

2. New Standards and Interpretations

2.1 Standards and interpretations effective and adopted in the current year

The Group assessed the new and amended accounting standards and interpretations that became effective for the current financial year. Management concluded that these standards and interpretations were either not applicable to the Group's operations or did not have a material impact on the Group's financial position, financial performance, cash flows or disclosures. Accordingly, the adoption of these standards and interpretations did not result in any changes to the Group's accounting policies or financial statement disclosures.

2.2 Standards and interpretations not yet effective

At the date of authorisation of the consolidated and separate financial statements for the year ended 30 June 2026, the following standards and interpretations were in issue, but not yet effective:

IFRS 18: Presentation and Disclosure in Financial Statements

The objective of IFRS 18 is to set out requirements for the presentation and disclosure of information in general-purpose financial statements (financial statements) to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses. IFRS 18 replaces IAS 1 Presentation of Financial Statements and focuses on updates to the statement of profit or loss with a focus on the structure of the statement of profit or loss; required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. Many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its "operating profit or loss".

The effective date of the standard is for years beginning on or after 1 January 2027. The Group has made a preliminary assessment of the impact of this standard on its financial statements. It is currently management's understanding that there will be no major impact on the measurement of the amounts in the income statement or balance sheet items, however, the format of the income statement will change.

The following new or amended standards are not expected to be relevant to the Group's financial statements upon becoming effective:

	Effective date: Years beginning on or after
• Amendments to IFRS 9 and IFRS 7: Classification and Measurement of Financial Instruments	1 January 2026
• Annual Improvement to IFRS Standards (including amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7)	1 January 2026
• Amendments to IFRS 9 and IFRS 7: Contracts Referencing Nature-dependent Electricity	1 January 2026
• IFRS 19: Subsidiaries without Public Accountability - Disclosures	1 January 2027
• Amendments to IAS 21 – Translation to a Hyperinflationary Presentation Currency	1 January 2027
• IFRS 20 – Regulatory Assets and Regulatory Liabilities	1 January 2029
• Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

3. Property, plant and equipment

Group	2026			2025		
	Cost or revaluation	Accumulated depreciation	Carrying value	Cost or revaluation	Accumulated depreciation	Carrying value
Land	158,616	-	158,616	105,508	-	105,508
Buildings	316,510	(7,343)	309,167	294,592	(5,728)	288,864
Plant and machinery	55,202	(28,870)	26,332	43,935	(24,039)	19,896
Motor vehicles	51,977	(8,047)	43,930	43,985	(6,972)	37,013
Construction work in progress	79,684	-	79,684	-	-	-
Total	661,989	(44,260)	617,729	488,020	(36,739)	451,281

3. Property, plant and equipment (continued)

Company	2026			2025		
	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Plant and machinery	5,387	(2,748)	2,639	3,932	(2,380)	1,552
Motor vehicles	176	-	176	-	-	-
Total	5,563	(2,748)	2,815	3,932	(2,380)	1,552

Reconciliation of property, plant and equipment - Group

	Land	Buildings	Plant and machinery	Motor vehicles	Construction - work in progress	Total
Cost or revaluation						
At 1 July 2024	88,891	267,734	36,230	41,396	-	434,251
Additions	-	23,841	9,227	26,477	-	59,545
Additions through business combinations	-	-	262	597	-	859
Disposals	-	(403)	(1,947)	(23,680)	-	(26,030)
Transfers	-	-	163	(163)	-	-
Transfers to inventories	-	-	-	(642)	-	(642)
Revaluation	16,617	3,420	-	-	-	20,037
At 30 June 2025	105,508	294,592	43,935	43,985	-	488,020
Additions	20	20,732	12,214	17,562	74,987	125,515
Disposals	-	(127)	(942)	(9,570)	-	(10,639)
Transfers	-	(426)	426	-	-	-
Transfers from investment property	53,088	1,739	-	-	4,697	59,524
Transfers to finance lease receivables	-	-	(431)	-	-	(431)
At 30 June 2026	158,616	316,510	55,202	51,977	79,684	661,989
Accumulated depreciation						
At 1 July 2024	-	(4,608)	(21,121)	(9,256)	-	(34,985)
Disposals	-	185	1,666	7,318	-	9,169
Transfers to inventories	-	-	-	180	-	180
Depreciation	-	(1,305)	(4,584)	(5,214)	-	(11,103)
At 30 June 2025	-	(5,728)	(24,039)	(6,972)	-	(36,739)
Disposals	-	157	868	3,427	-	4,452
Depreciation	-	(1,772)	(5,699)	(4,502)	-	(11,973)
At 30 June 2026	-	(7,343)	(28,870)	(8,047)	-	(44,260)
Carrying amount						
Cost or revaluation	105,508	294,592	43,935	43,985	-	488,020
Accumulated depreciation	-	(5,728)	(24,039)	(6,972)	-	(36,739)
At 30 June 2025	105,508	288,864	19,896	37,013	-	451,281
Cost or revaluation	158,616	316,510	55,202	51,977	79,684	661,989
Accumulated depreciation	-	(7,343)	(28,870)	(8,047)	-	(44,260)
At 30 June 2026	158,616	309,167	26,332	43,930	79,684	617,729

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

3. Property, plant and equipment (continued)

Reconciliation of property, plant and equipment - Company

	Buildings	Plant and machinery	Motor vehicles	Total
Cost or revaluation				
At 1 July 2024	403	3,849	-	4,252
Additions	-	964	-	964
Disposals	(403)	(881)	-	(1,284)
At 30 June 2025	-	3,932	-	3,932
Additions	-	1,647	176	1,823
Disposals	-	(192)	-	(192)
At 30 June 2026	-	5,387	176	5,563
Accumulated depreciation				
At 1 July 2024	(183)	(2,587)	-	(2,770)
Disposals	186	667	-	853
Depreciation	(3)	(460)	-	(463)
At 30 June 2025	-	(2,380)	-	(2,380)
Disposals	-	193	-	193
Depreciation	-	(561)	-	(561)
At 30 June 2026	-	(2,748)	-	(2,748)
Carrying amount				
Cost or revaluation	-	3,932	-	3,932
Accumulated depreciation	-	(2,380)	-	(2,380)
At 30 June 2025	-	1,552	-	1,552
Cost or revaluation	-	5,387	176	5,563
Accumulated depreciation	-	(2,748)	-	(2,748)
At 30 June 2026	-	2,639	176	2,815

Property, plant and equipment encumbered as security

The following assets have been encumbered as security for the secured long-term borrowings (note 22):

Motor vehicles with a book value of N\$7,7 mil (2025: N\$3,1 mil) are serving as security for subsidiaries with instalment sale agreements from First National Bank Namibia Limited.

Fair value hierarchy of property

Level 3

Land	158,616	105,508	-	-
Buildings	309,167	288,864	-	-
Construction work in progress	79,684	-	-	-
	547,467	394,372	-	-

3. Property, plant and equipment (continued)

Revaluations

The Group's board of directors value the Group's owner occupied property portfolio on an annual basis.

The Group's commercial and residential properties are measured at fair value, which is determined by using a combined valuation approach that incorporates both the estimated rental value and the replacement cost method. A weighting of 40% is applied to the estimated rental value and 60% to the replacement cost. The unobservable inputs used on the valuations include assumptions regarding market rental values, capitalisation rates, replacement construction costs, and adjustments for location and condition of the properties. These inputs are derived from valuations and other market information. Where material or adverse changes in these inputs are identified, the fair value of the property is revised accordingly to reflect current market conditions.

Recently acquired or developed properties, including properties under construction are not revalued, as the directors' judgement is that the costs incurred during development closely reflect the property's value during this initial period and approximate its fair value.

The valuations of land and buildings include unobservable inputs and are therefore classified within Level 3 of the fair value hierarchy. The valuations were 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 directors on the same basis. The directors reassessed the inputs at the current reporting date and determined that no material or adverse changes took place from the previous reporting date.

The valuation approach and significant unobservable inputs used in determining the fair value measurement of land and buildings, as well as the inter-relationship between key unobservable inputs and fair value, are detailed in the table below.

Note	Property description	2026 Valuation	2025 Valuation	Approach	Key inputs	2026	2025	Relationship of unobservable inputs to fair value
1.	Commercial	393,481	362,687	Rental value (40%) Replacement value (60%)	- Estimated rental value - Capitalisation rate - Replacement cost - Depreciation factor	- Stable to slightly increased rental growth - 10.5% to 11.5% - Based on market data - 5% to 25%	- Stable to slightly increased rental growth - 10.5% to 11.5% - Based on market data - 5% to 25%	- The higher the rental growth rate, the higher the fair value - The higher the capitalisation rate, the lower the fair value - The higher the replacement value, the higher the fair value - The higher the depreciation factor, the lower the fair value
2.	Commercial / Residential	18,258	18,238	Rental value (40%) Replacement value (60%)	- Estimated rental value - Capitalisation rate - Replacement cost - Depreciation factor	- Stable to slightly increased rental growth - 10.5% to 11.5% - Based on market data - 5% to 25%	- Stable to slightly increased rental growth - 10.5% to 11.5% - Based on market data - 5% to 25%	- The higher the rental growth rate, the higher the fair value - The higher the capitalisation rate, the lower the fair value - The higher the replacement value, the higher the fair value - The higher the depreciation factor, the lower the fair value
3.	Commercial	15,842	13,447	Cost approach	- Unadjusted cost to date	- Based on acquisition cost and related expenditure to date	- Based on acquisition cost and related expenditure to date	- The fair value reflects investment made to date
4.	Commercial (Construction in progress)	119,886	-	Cost approach	- Unadjusted cost to date	- Based on acquisition cost and related expenditure to date	- Based on acquisition cost and related expenditure to date	- The fair value reflects investment made to date

1. Comprises thirteen commercial properties located in Windhoek, Gobabis, Walvis Bay, Tsumeb and Ongwediva, occupied by the Group and used for its retail stores, showrooms, warehouses, service centres and office buildings.

2. Comprises two mixed-use properties located in Swakopmund, occupied by the Group and used for its retail stores, warehouses, and residential apartments.

3. Comprises one commercial property located in Windhoek, acquired just before the end of the previous financial year, occupied by the Group and used as a retail store, service centre and warehouse.

4. Comprises two properties under construction located in Walvis Bay, which will be occupied by the Group after construction is completed and used for its retail stores, showrooms, warehouses, service centres and office buildings. Included in the valuation is land to the value of N\$40,2 million.

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

3. Property, plant and equipment (continued)

Sensitivity analysis

Various market conditions can influence the assumptions applied to the key inputs of the valuation model. The estimated impact of such changes in the following significant unobservable inputs would result in corresponding adjustments to the valuation, as outlined below:

Estimated rental value				
1% increase	1,480	1,480	-	-
1% decrease	(1,200)	(1,160)	-	-
Capitalisation rate				
1% increase	(9,260)	(9,027)	-	-
1% decrease	11,155	10,896	-	-
Replacement cost				
1% increase	2,797	2,725	-	-
1% decrease	(2,797)	(2,725)	-	-
Depreciation factor				
1% increase	(1,740)	(1,680)	-	-
1% decrease	1,920	1,920	-	-
Valuation method: estimated rental value and replacement value				
Impact on valuation if a weighting of 50% was applied to the estimated rental value and 50% to the replacement cost, rather than the 40%:60% weighting applied:	(19,770)	(19,220)	-	-

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.

Transfer from investment property

During the year ended 30 June 2026, the Group commenced the construction of buildings on three properties that had previously been classified as investment property. As the completed properties are intended to be occupied and used by Group entities in their operations, management concluded that the properties no longer met the definition of investment property in terms of IAS 40. Accordingly, the related land was reclassified from investment property to property, plant and equipment on the respective dates that the change in use occurred.

During the year, a fourth property, previously leased to external tenants, became owner-occupied following its occupation by a Group subsidiary. Consequently, the property no longer satisfied the definition of investment property and was reclassified to property, plant and equipment from the date of the change in use.

In accordance with IAS 40, the properties were measured at fair value at the respective dates of reclassification. The fair values amounted to N\$44.9 million for the two properties under construction, N\$4.8 million for the property on which construction was substantially completed immediately before year-end, and N\$9.8 million for the owner-occupied property. No fair value adjustment was recognised immediately prior to the reclassifications, as the carrying amounts approximated their respective fair values.

Following the reclassifications, the properties are accounted for in accordance with IAS 16. Land and completed buildings are subsequently measured using the revaluation model and carried at revalued amounts, being fair value at the date of revaluation less any subsequent accumulated depreciation and impairment losses. Revaluation increases are recognised in other comprehensive income and accumulated in the revaluation reserve, except to the extent that they reverse a previous revaluation decrease recognised in profit or loss. The property completed immediately before year end is presented within buildings, while the remaining two properties continue to be presented as construction work in progress until they are available for their intended use. Construction work in progress is not depreciated. During the year, total construction costs of N\$84.9 million were capitalised to these three properties.

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

4. Right-of-use assets

The Group leases several buildings for use in its operations.

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

Group	2026			2025		
	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Buildings	18,345	(7,395)	10,950	16,542	(10,631)	5,911
Company	2026			2025		
	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Buildings	431	(234)	197	431	(18)	413

Net carrying amounts of right-of-use assets

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

Buildings	10,950	5,911	197	413
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Additions to right-of-use assets

Additions to buildings	11,743	6,897	-	431
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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 33).

Buildings	(6,580)	(2,995)	(216)	(18)
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Other disclosures

Expenses on short-term leases included in operating expenses	(1,831)	(3,569)	(185)	(1,722)
Gain on modification of lease liability	10	-	-	-
Variable lease payments not included in the measurement of lease liabilities included in operating expenses	(90)	(150)	-	-
Income from subleasing right-of-use assets	208	258	-	-
Total cash outflow from leases - capital payments	(5,974)	(2,841)	(206)	(16)
Total cash outflow from leases - finance costs	(1,595)	(628)	(34)	(4)

Lease liabilities

The maturity analysis of lease liabilities is as follows:

Within one year	6,585	2,763	220	240
Two to five years	7,470	5,403	-	220
	14,055	8,166	220	460
Less finance charges component	(2,032)	(1,769)	(11)	(45)
	12,023	6,397	209	415

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
4. Right-of-use assets (continued)				
Non-current liabilities	6,425	4,997	-	209
Current liabilities	5,598	1,400	209	206
	12,023	6,397	209	415

Future cash outflows not reflected in lease liabilities

The Group leases retail premises under lease agreements that include variable lease payments based on the turnover generated by the respective leased premises. As these variable lease payments do not depend on an index or a rate, they are not included in the measurement of the related lease liabilities and are recognised in profit or loss in the period in which the event or condition that triggers those payments occurs, in accordance with IFRS 16.

Exposure to liquidity risk

Refer to note 42 Financial instruments and risk management for the details of liquidity risk exposure and management.

5. Investment property

Group	2026			2025		
	Valuation	Accumulated depreciation	Carrying value	Valuation	Accumulated depreciation	Carrying value
Investment property	5,098	-	5,098	75,633	-	75,633
Company	2026			2025		
	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Investment property	9,939	-	9,939	9,800	-	9,800

Reconciliation of investment property - Group - 2026

	Opening balance	Additions	Classified as held for sale	Transfers	Total
Investment property	75,633	89	(11,100)	(59,524)	5,098

Reconciliation of investment property - Group - 2025

	Opening balance	Additions	Revaluation	Total
Investment property	47,850	27,263	520	75,633

Reconciliation of investment property - Company - 2026

	Opening balance	Additions	Total
Investment property	9,800	139	9,939

Reconciliation of investment property - Company - 2025

	Opening balance	Revaluation	Total
Investment property	9,280	520	9,800

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
5. Investment property (continued)				

Fair value hierarchy of investment property

Level 3

Investment property	5,098	75,633	9,939	9,800
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Details of valuation

The Group's board of directors value the Group's investment property portfolio on an annual basis.

The Group's commercial investment properties (other than commercial vacant land) are measured at fair value, which is determined by using a combined valuation approach that incorporates both the estimated rental value and the replacement cost method. A weighting of 40% is applied to the estimated rental value and 60% to the replacement cost. The unobservable inputs used on the valuations include assumptions regarding market rental values, capitalisation rates, replacement construction costs, and adjustments for location and condition of the properties. These inputs are derived from valuations and other market information.

Commercial land acquired but not yet developed has not been revalued, as the directors have assessed that the acquisition cost closely reflects the land's value and continues to approximate its fair value.

The valuations of investment properties include unobservable inputs and are therefore classified within Level 3 of the fair value hierarchy. The valuations were 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 directors on the same basis.

The valuation approach and significant unobservable inputs used in determining the fair value measurement of investment properties, as well as the inter-relationship between key unobservable inputs and fair value, is detailed in the table below.

Note	Property description	2026 Valuation	2025 Valuation	Approach	Key inputs	2026	2025	Relationship of unobservable inputs to fair value
1.	Commercial	-	20,900	Rental value (40%) Replacement value (60%)	- Estimated rental value - Capitalisation rate - Replacement cost - Depreciation factor	-	- Stable to slightly increased rental growth - 10.5% to 11.5% - Based on market data - 5% to 25%	- The higher the rental growth rate, the higher the fair value - The higher the capitalisation rate, the lower the fair value - The higher the replacement value, the higher the fair value - The higher the depreciation factor, the lower the fair value
2.	Commercial land (not yet developed)	5,098	54,733	Cost approach	- Unadjusted cost to date	- Based on acquisition cost and related expenditure to date	- Based on acquisition cost and related expenditure to date	- The fair value reflects investment made to date

1. During the year, management committed to a plan to dispose of one commercial property and concluded that the criteria for classification as held for sale in accordance with IFRS 5 had been met. Accordingly, the investment property of N\$11.1 million was transferred to assets held for sale at the date on which the classification criteria were satisfied (refer to note 18). During the year, another commercial property of N\$9.8 million, previously leased to external tenants, became owner-occupied following its occupation by a Group subsidiary. Consequently, the property no longer satisfied the definition of investment property and was reclassified to property, plant and equipment from the date of the change in use (refer to note 3).

2. Comprises three undeveloped erven located in Tsumeb and Rundu.

During the year, the Group commenced the construction of buildings on three properties (undeveloped land) that had previously been classified as investment property. As the completed properties are intended to be occupied and used by Group entities in their operations, management concluded that the properties no longer met the definition of investment property in terms of IAS 40. Accordingly, the related land was reclassified from investment property to property, plant and equipment on the respective dates that the change in use occurred. The fair values amounted to N\$44.9 million for two properties that are still under construction and N\$4.8 million for the property on which construction was completed before year-end (refer to note 3).

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

5. Investment property (continued)

Sensitivity analysis

Various market conditions can influence the assumptions applied to the key inputs of the valuation model. The estimated impact of such changes in the following significant unobservable inputs would result in corresponding adjustments of commercial property valued, as outlined below:

Estimated rental value

1% increase	-	40	-	-
1% decrease	-	(80)	(40)	(40)

Capitalisation rate

1% increase	-	(504)	(233)	(233)
1% decrease	-	559	260	260

Replacement cost

1% increase	-	158	72	72
1% decrease	-	(158)	(72)	(72)

Depreciation factor

1% increase	-	(60)	(60)	(60)
1% decrease	-	60	-	-

Valuation method: estimated rental value and replacement value

Impact on valuation if a weighting of 50% was applied to the estimated rental value and 50% to the replacement cost, rather than the 40%:60% weighting applied:

Amounts recognised in profit and loss for the year

Rental income from investment property	535	1,494	431	499
Direct operating expenses from rental generating property	(217)	(336)	(49)	(48)
	318	1,158	382	451

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.

Transfers to property, plant and equipment

Details of the transfers are included in property, plant and equipment (note 3).

6. Intangible assets

	2026			2025		
Group	Cost	Accumulated amortisation	Carrying value	Cost	Accumulated amortisation	Carrying value
Distribution rights	3,502	(3,077)	425	3,633	(3,045)	588
Computer software	15,276	(10,746)	4,530	14,589	(9,788)	4,801
Total	18,778	(13,823)	4,955	18,222	(12,833)	5,389

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

6. Intangible assets (continued)

Company	2026			2025		
	Cost	Accumulated amortisation	Carrying value	Cost	Accumulated amortisation	Carrying value
Computer software	8,097	(3,927)	4,170	6,867	(2,728)	4,139

7. Goodwill

	2026			2025		
Group	Cost	Accumulated impairment	Carrying value	Cost	Accumulated impairment	Carrying value
Goodwill	2,414	-	2,414	2,414	-	2,414

Impairment testing of goodwill

For the purposes of impairment testing in accordance with IAS 36 Impairment of Assets, management has identified Bou Dit Hardware (Pty) Ltd as a separate cash-generating unit (CGU).

Bou Dit Hardware (Pty) Ltd operates as a standalone subsidiary within the Group's retail segment. It has its own dedicated management team, customer base, and operational infrastructure. The subsidiary generates cash inflows that are largely independent from the Group's other businesses, and its financial performance is separately monitored and evaluated by Group management.

Revenue is derived from direct sales to customers within Namibia, with procurement, marketing, and sales activities independently managed. The cash flows generated by Bou Dit Hardware are not significantly affected by the operations of other subsidiaries or divisions within the Group. Accordingly, the Group considers Bou Dit Hardware (Pty) Ltd to meet the definition of a CGU under IAS 36. The CGU represents the lowest level within the Group at which the goodwill is monitored.

As a result, the goodwill associated with Bou Dit Hardware (Pty) Ltd is tested for impairment at the level of this CGU.

Goodwill allocation

Bou Dit Hardware (Pty) Ltd	2,414	2,414	-	-
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Impairment test methodology

The Group performed its annual impairment test as at 30 June 2026. The recoverable amount of Bou Dit Hardware (Pty) Ltd was determined based on its value in use, calculated using the discounted cash flow method. Management approved five-year cash flow forecasts were used, based on past performance and management's expectations of future market developments.

Key assumptions used in the value in use calculations include:

- Discount rate (pre-tax) - 11% (2025: 10.5%)
- Terminal growth rate - 2.5% (2025: 2.5%)
- Revenue growth (years 1-5) - between 2% and 60% (2025: between 5% and 15%)

These assumptions reflect management's best estimates based on current market conditions, historical trends, and industry outlooks. Cash flows beyond the five-year forecast period were extrapolated using a terminal growth rate in line with long-term inflation expectations.

Results of impairment testing

The recoverable amounts of Bou Dit Hardware (Pty) Ltd exceeded its carrying amount, and as such, no impairment loss was recognised for the current or the previous financial year.

Sensitivity to changes in assumptions

Management has considered reasonably possible changes in key assumptions. A reduction in the terminal growth rate by 1% or an increase in the discount rate by 1% would not result in the carrying amount of Bou Dit Hardware (Pty) Ltd exceeding its recoverable amount.

Notes to the Consolidated and Separate Annual Financial Statements

8. Investment in subsidiaries

The following table lists the entities which are controlled by the Group, either directly or indirectly through subsidiaries. Nictus Holdings Ltd, the ultimate holding company, holds a 100% interest (2025: 100%) either directly or indirectly in each of the entities listed. Values shown as nil have been rounded off to the nearest Namibia dollar thousand:

Company		
Name of company	Carrying amount 2026	Carrying amount 2025
Acacia Properties (Pty) Ltd	14,729	14,729
Auas Motors (Pty) Ltd	9,848	9,848
Bel Development (Pty) Ltd	16,968	16,968
Cicada Investments (Pty) Ltd	3,400	3,400
Corporate Guarantee and Insurance Company of Namibia Ltd	24,012	24,012
Grenada Investments Two (Pty) Ltd	6,800	5,800
AST Business Solutions (Pty) Ltd	2,000	2,000
Bou Dit Hardware (Pty) Ltd	3,000	3,000
Glasfit Namibia (Pty) Ltd	8,000	8,000
Hakos Capital and Finance (Pty) Ltd	8,050	8,050
Hochland 7191 (Pty) Ltd	4,000	-
Isuzu Truck (Namibia) (Pty) Ltd	-	1,200
Khomas Car Rental and Leasing (Pty) Ltd	11,200	11,200
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	13,800	13,800
Rubber Tree Properties (Pty) Ltd	32,692	32,692
Soutbos Properties (Pty) Ltd	17,000	-
Werda Weskusontwikkeling (Pty) Ltd	200	200
Willow Properties (Pty) Ltd	6,028	6,028
Yellow Wood Properties (Pty) Ltd	231	231
<i>Indirectly held through Corporate Guarantee and Insurance Company of Namibia Ltd</i>		
Bonsai Investments Nineteen (Pty) Ltd	-	-
Futuni Collections (Pty) Ltd	-	-
Karas Securities (Pty) Ltd	-	-
<i>Indirectly held through Nictus Holdings Botswana (Pty) Ltd</i>		
Corporate Guarantee and Insurance Company of Botswana Ltd	-	-
	294,742	273,942
Impairment of investment in subsidiaries	(47,431)	(45,051)
	247,311	228,891
	228,891	169,454
Opening balance	22,000	52,700
Investments made during the year	(1,200)	-
Transfer to assets held for sale	(3,006)	(3,999)
Impairment	626	10,736
Impairment reversal		
	247,311	228,891

Reconciliation of investment in subsidiaries

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

8. Investment in subsidiaries (continued)

The directors performed an annual impairment assessment of investments in subsidiaries. Based on the financial performance and net asset positions of the subsidiaries during the current financial year, a net impairment loss of N\$2.4 million (2025: net impairment reversal of N\$6.7 million) was recognised in other operating gains/(losses). The impairment assessment reflects changes in the recoverable amounts of the underlying investments, determined with reference to the subsidiaries' net asset values and the growth in their underlying net assets.

During the year, impairment indicators were identified in respect of the investments in Glasfit Namibia (Pty) Ltd and Acacia Properties (Pty) Ltd, primarily due to operating losses and declines in net asset value. Consequently, impairment losses of N\$3 million were recognised on these investments. In addition, improvements in the net asset positions of Nictus (Pty) Ltd, Hakos Capital and Finance (Pty) Ltd and Rubber Tree Properties (Pty) Ltd resulted in the reversal of previously recognised impairment losses amounting to N\$0.6 million.

During the year, management committed to a plan to dispose of the investment in Isuzu Truck (Namibia) (Pty) Ltd and concluded that the criteria for classification as held for sale in accordance with IFRS 5 had been met. Accordingly, the investment was transferred to assets held for sale. Refer to note 18.

9. Trade and other receivables

Financial instruments:

Trade receivables	86,762	58,861	192	1,307
Trade receivables - Instalment sale receivables	117,512	110,645	-	-
Loss allowance	(2,118)	(4,953)	-	-
Trade receivables at amortised cost	202,156	164,553	192	1,307
Deposits	2,480	3,154	20	20
Other receivables	14,428	8,334	256	341

Non-financial instruments:

VAT and other refundable taxes	67,305	52,768	-	28
Prepayments	25,364	32,665	2,149	2,424

Total trade and other receivables	311,733	261,474	2,617	4,120
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Split between non-current and current portions

Non-current assets	74,636	53,788	-	-
Current assets	237,097	207,686	2,617	4,120
	311,733	261,474	2,617	4,120

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

At amortised cost	219,064	176,041	468	1,668
Non-financial instruments	92,669	85,433	2,149	2,452
	311,733	261,474	2,617	4,120

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

9. Trade and other receivables (continued)

Maturity analysis of instalment sale receivables

- first year	66,433	75,691	-	-
- second year	37,493	32,183	-	-
- third year	18,923	11,489	-	-
- fourth year	12,089	6,071	-	-
- fifth year	5,013	2,195	-	-
Gross investment in the leases	139,951	127,629	-	-
Less: Unearned interest income	(22,439)	(16,984)	-	-
	117,512	110,645	-	-

Exposure to credit risk

Trade and instalment sale receivables inherently expose the Group to credit risk, being the risk that the Group will incur financial loss if customers fail to settle their obligations as they fall due.

Trade receivables arising from the sale of goods and the provision of services in the ordinary course of business, generally have short-term settlement terms. Instalment sale receivables arise from the financing of furniture, household goods and vehicles under contractual repayment arrangements. Household goods instalment sale agreements are generally non-cancellable and have repayment periods averaging approximately 24 months. The underlying goods financed remain subject to retention-of-title clauses until the related obligations have been settled in full. Vehicle financing receivables are secured by the underlying vehicles, which may be repossessed in the event of default.

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

The Group's customer base is large, diverse and geographically dispersed, resulting in no significant concentration of credit risk. The exposure to credit risk and the creditworthiness of customers are continuously monitored throughout the life of the receivables.

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. 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 and trade and other receivables status are as follows:

Group	2026	2026	2025	2025
	Estimated gross carrying amount	Loss allowance	Estimated gross carrying amount	Loss allowance
Expected credit loss:				
Not past due	161,061	(91)	145,805	(65)
Less than 30 days past due	34,114	(2)	17,639	(333)
31 - 60 days past due	13,185	(39)	4,549	(396)
61 - 90 days past due	5,443	(203)	1,519	(51)
91 - 120 days past due	806	(31)	1,056	(184)
More than 120 days past due	6,573	(1,752)	10,426	(3,924)
Total	221,182	(2,118)	180,994	(4,953)

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

9. Trade and other receivables (continued)

Expected credit loss rate for the company

The Company is a holding company and does not conduct significant trading activities with external customers. Accordingly, the Company has limited exposure to external trade receivables, with the majority of its financial receivables comprising amounts due from group companies. Management has assessed the credit risk associated with these balances in accordance with IFRS 9 and, based on the nature of the balances, has concluded that no material expected credit loss allowance is required for the current or the previous financial year.

Reconciliation of loss allowances

The following table shows the movement in the loss allowance for trade receivables:

Opening balance	(4,953)	(4,092)	-	-
Provision raised on trade receivables	(1,507)	(2,111)	-	-
Provisions reversed on settled trade receivables	444	266	-	-
Receivables written off as uncollectible	3,898	984	-	-
Closing balance	(2,118)	(4,953)	-	-

The decrease in the loss allowance was primarily attributable to improved credit performance and collection experience, together with the write-off of long outstanding receivables for which there was no reasonable expectation of recovery, partially offset by new impairment provisions recognised during the year.

Fair value of trade and other receivables

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

10. Investments

At fair value through profit or loss:

Listed equity investments	18,806	1,437	334	313
At amortised cost				
Debt investments	433,839	228,351	-	-
	452,645	229,788	334	313

Split between non-current and current portions

Non-current assets	178,150	229,788	334	313
Current assets	274,495	-	-	-
	452,645	229,788	334	313

Debt investments comprise government bonds bearing interest at rates ranging from 9.50% to 10.00% per annum. Government bonds amounting to N\$256 million are held through appointed investment managers on behalf of the Group, while bonds amounting to N\$177.8 million are held directly by the Group. The directly held government bonds mature between 15 April 2029 and 15 January 2050. The bonds held through investment managers are accessible immediately and are therefore readily available to the Group.

A register containing particulars of companies in which shares are held is available for inspection at the registered office and head office of the Group.

Exposure to credit risk

Management assessed the expected credit losses on debt investments and concluded that the instruments continue to be low credit risk assets. In performing the assessment, management considered the credit quality of the issuers, historical repayment performance, and other relevant information. Based on this assessment, any resulting 12-month expected credit loss was determined to be insignificant and immaterial to the Group's financial statements. Accordingly, no expected credit loss allowance has been recognised.

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
10. Investments (continued)				
Fair value hierarchy of investments				
Level 1				
Listed equity investments	18,806	1,437	334	313
Fair value information				
The fair values of listed or quoted investments are based on the quoted market price.				
The maximum exposure to credit risk at the reporting date is the fair value of each investment.				
Risk exposure				
The investments held by the group expose it to various risks, including credit risk, interest rate risk and price risk. Refer to note 42 Financial instruments and risk management for details of risk exposure and the processes and policies adopted to mitigate these risks.				
11. Loans and receivables				
Secured advances	25,361	91,121	-	-
Other loans and receivables	11,382	10,478	-	-
	36,743	101,599	-	-
Split between non-current and current portions				
Non-current assets	18,853	81,413	-	-
Current assets	17,890	20,186	-	-
	36,743	101,599	-	-
Maturity analysis of secured advances				
- first year	13,141	17,071	-	-
- second year	12,125	12,378	-	-
- between third and fifth year	95	61,672	-	-
	25,361	91,121	-	-
Reconciliation of loans and receivables				
Opening balance	101,599	87,705	-	-
Loans advanced	9,922	52,166	-	-
Acquired with business combination	-	3,564	-	-
Interest accrued	7,410	12,889	-	-
Repayments received	(82,188)	(54,725)	-	-
Closing balance	36,743	101,599	-	-

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
11. Loans and receivables (continued)				
Reconciliation of loans and receivables movements to statement of cash flows				
Cash flows included in operating activities	65,760	(11,361)	-	-
Loans advanced	(3,364)	(47,965)	-	-
Repayments received	75,456	48,398	-	-
Interest accrued	(6,332)	(11,794)	-	-
Cash flows included in operating activities - finance income	-	-	-	-
Interest accrued	(1,078)	(1,095)	-	-
Repayments received - interest accrued	1,078	1,095	-	-
Cash flows included in investing activities	(904)	1,031	-	-
Loans advanced	(6,557)	(4,201)	-	-
Repayments received	5,653	5,232	-	-
Non-cash movements	-	(3,564)	-	-
Acquired in business combination	-	(3,564)	-	-
Net movement	64,856	(13,894)	-	-

Terms and conditions

Secured advances and other loans include advances and loans made to individuals, companies and other entities in the normal course of business as commercial loans. These advances and other loans are secured by properties, movable assets, life insurance policies, the underlying assets financed, as well as rights to claims, pledges and suretyships. Repayment terms generally range from 1 to 5 years (2025: 1 to 5 years), with interest rates ranging between 10% and 15.5% (2025: 10 % to 15.5%).

Also included in other loans receivable is a loan of N\$3,4 million (2025: N\$3,6 million) taken over by Bou Dit Hardware (Pty) Ltd as part of the business combination concluded during the previous financial year. The loan is interest free, secured by a first covering mortgage bond of N\$3,6 million and must be repaid within a period of 4 years (2025: 5 years) after which the entire balance becomes immediately due, new conditions may be agreed upon subject to the company's sole discretion.

Exposure to credit risk

Loans and receivables inherently exposes 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 order to mitigate the risk of financial loss from defaults, the group only deals with reputable counterparties with consistent payment histories. Sufficient collateral or guarantees are also obtained in all cases. 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 senior management. The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

In determining expected credit losses, the Group considers historical default experience, the financial position of counterparties and relevant forward-looking information, including the future prospects of the industries in which counterparties operate or are employed. No loss allowances were recognised on the secured advances or other loans and receivables in the previous financial year. Secured advances are fully performing, with no historical losses or amounts past due, and the directors have therefore assessed the related credit risk as insignificant and no expected credit loss has been recognised. The other loans and receivables comprise amounts that are not past due and amounts that are past due, including the loan receivable from Bou Dit Hardware (Pty) Ltd, which was acquired as part of the business combination in the previous financial year. No loss allowance has been recognised on the loans that are performing, as all such loans are fully secured by various types of collateral, are performing, and there has been no significant increase in credit risk since initial recognition. A loss allowance has, however, been recognised specifically in respect of the loan to Bou Dit Hardware (Pty) Ltd based on the Group's assessment of its recoverability, taking into account the financial position of the counterparty and relevant forward-looking information.

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

11. Loans and receivables (continued)

Credit loss allowances

The following tables set out the carrying amount and measurement basis of expected credit losses for loans receivable:

Group - 2026

Instrument	Internal credit rating	Basis of loss allowance	Gross Carrying amount	Loss allowance	Amortised cost
Secured advances	Performing	12m ECL	25,361	-	25,361
Other loans and receivables	Performing	12m ECL	7,941	-	7,941
Other loans and receivables	Doubtful	Lifetime ECL (not credit impaired)	5,781	(2,340)	3,441
			39,083	(2,340)	36,743

Group - 2025

Instrument	Internal credit rating	Basis of loss allowance	Gross Carrying amount	Amortised cost
Secured advances	Performing	12m ECL	91,121	91,121
Other loans and receivables	Performing	12m ECL	10,478	10,478
			101,599	101,599

Exposure to interest rate risk

Refer to note 42 for details of interest rate risk management for investments in loans and receivables.

Fair value of loans receivable

The fair value of loans and receivables approximates their carrying amounts.

12. Finance lease receivables

Maturity analysis of lease payments receivable

- first year	7,848	7,620	-	-
- second year	4,897	5,823	-	-
- third year	1,586	2,812	-	-
- fourth year	298	598	-	-
- fifth year	76	123	-	-
Gross investment in the leases	14,705	16,976	-	-
Less: Unearned interest income	(2,382)	(3,175)	-	-
Net investment in the lease	12,323	13,801	-	-
Non-current assets	6,034	8,021	-	-
Current assets	6,289	5,780	-	-
	12,323	13,801	-	-

The Group leases out office equipment to customers under non-cancellable finance lease arrangements. These leases typically have terms ranging from 2 to 5 years, with fixed monthly payments and options to purchase the equipment at the end of the lease term. The leases transfer substantially all the risks and rewards incidental to ownership of the leased assets to the lessees.

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

12. Finance lease receivables (continued)

Reconciliation of significant changes in net investment in leases

Opening balance	13,801	17,886	-	-
New leases entered	5,448	5,213	-	-
Monthly principal repayments	(6,547)	(5,988)	-	-
Derecognition - leases expired	(379)	(3,310)	-	-
	12,323	13,801	-	-

Exposure to credit and interest rate risk

Refer to note 42 Financial instruments and financial risk management for details of credit, currency and interest rate risk management for finance lease receivables.

13. Deferred tax

Deferred tax asset

Expected credit losses	452	1,024	-	-
Lease liabilities	3,607	1,983	63	129
No claim bonus provision	36,942	29,816	-	-
Insurance revenue	2,060	1,654	-	-
Other provisions	7,524	5,350	2,101	1,692
Amounts received in advance	1,519	517	-	-
Deposits received	143	599	-	-
	52,247	40,943	2,164	1,821
Tax losses available for set off against future taxable income	58,471	64,613	5,752	5,818
Total deferred tax asset	110,718	105,556	7,916	7,639

Deferred tax liability

Plant and equipment	(13,605)	(11,194)	(362)	(185)
Land and buildings	(63,906)	(63,010)	(849)	(864)
Insurance contingency reserve	(15,915)	(19,546)	-	-
Instalment debtors	(4,472)	(5,791)	-	-
Intangible assets	(779)	(582)	(760)	(540)
Accrued income	(89)	-	-	-
Deposits paid	(189)	(173)	-	-
Inventory - consumables	(26)	-	-	-
Reinsurance recoverable	(78,938)	(77,133)	-	-
Right of use asset	(3,285)	(1,832)	(59)	(128)
Prepayments	(1,296)	(1,249)	(645)	(725)
Other financial assets	-	-	(339)	(295)
Total deferred tax liability	(182,500)	(180,510)	(3,014)	(2,737)

At the subsidiary level, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority and pertain to the same taxable entity. The applicable legislation permits net settlement of these balances. Accordingly, in the subsidiary's separate financial statements, deferred tax assets and liabilities are offset in accordance with IAS 12.

However, in the consolidated financial statements, deferred tax assets and deferred tax liabilities are presented separately. This is due to the fact that the Group does not intend to settle the deferred tax balances on a net basis or simultaneously. Therefore, they have been disclosed in the statement of financial position as follows:

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
13. Deferred tax (continued)				
Net subsidiary deferred tax asset	17,047	13,729	4,902	4,902
Net subsidiary deferred tax liability	(88,163)	(88,683)	-	-
Net subsidiary deferred tax liability - held for sale (note 18)	(666)	-	-	-
Total net deferred tax (liability) / asset	(71,782)	(74,954)	4,902	4,902

Reconciliation of deferred tax (liability) / asset

At beginning of year	(74,954)	(61,756)	4,902	4,902
Effect of rate change through profit and loss	1,685	1,523	-	-
Effect of rate change through equity	424	390	-	-
Charge to profit and loss	143	(14,051)	-	-
Deferred tax through equity	-	(1,060)	-	-
Prior year adjustment	920	-	-	-
	(71,782)	(74,954)	4,902	4,902

Recognition of deferred tax asset

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.

Change in tax rate

The corporate tax rate was changed from 31% to 30% (2025: 32% to 31%) and considered substantively enacted on 16 September 2024. The new rate is effective for all financial years commencing on or after 01 January 2025. The deferred tax balance has been calculated by applying the new rate, taking the expected timing of reversal of deferred tax components into consideration.

14. Inventories

Work in progress	270	195	-	-
Merchandise	202,928	183,674	-	-
Right to return goods asset	2,026	237	-	-
	205,224	184,106	-	-
Provision for obsolete stock	(1,105)	(1,552)	-	-
	204,119	182,554	-	-

No inventories have been written down to net realisable value.

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
15. Loans to related parties				
Subsidiaries				
Bel Development (Pty) Ltd	-	-	9,325	9,263
Giasfit Namibia (Pty) Ltd	-	-	2,833	1,287
Grenada Investments Two (Pty) Ltd	-	-	15,397	13,902
Hochland 7191 (Pty) Ltd	-	-	-	501
Isuzu Truck (Namibia) (Pty) Ltd *	-	-	-	7,844
Marulaboom Properties (Pty) Ltd	-	-	1,592	2,145
Mopanie Tree Properties (Pty) Ltd	-	-	1,049	1,034
Werda Weskusontwikkeling (Pty) Ltd	-	-	-	285
Yellow Wood Properties (Pty) Ltd	-	-	3,421	2,723
Cicada Investments (Pty) Ltd	-	-	11,837	10,160
Nictus Eiendomme (Pty) Ltd	-	-	-	6,665
Soutbos Properties (Pty) Ltd	-	-	819	17,827
Bou Dit Hardware (Pty) Ltd	-	-	19,001	10,852
NHL Tyre and Tire (Pty) Ltd	-	-	7,988	3,044
Nictus (Pty) Ltd	-	-	-	5
Hakos Capital and Finance (Pty) Ltd	-	-	13,143	31,372
	-	-	86,405	118,909

The above loans due by related parties bear interest linked to Namibian bank prime overdraft rates. The loans to Bel Development (Pty) Ltd, Mopanie Tree Properties (Pty) Ltd and Soutbos Properties (Pty) Ltd are interest free (2025: interest free). The remaining loans bear interest at rates ranging from 25% of prime to prime plus 3% (2025: ranging from 25% of prime to prime), are unsecured and have no fixed terms of repayment, but are repayable on demand.

* During the year, management committed to a plan to dispose of Isuzu Truck (Namibia) (Pty) Ltd and concluded that the criteria for classification as held for sale in accordance with IFRS 5 had been met. Accordingly, the loan to Isuzu Truck (Namibia) (Pty) Ltd was transferred to assets held for sale. Refer to note 18.

Split between non-current and current portions

Current assets	-	-	86,405	118,909
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Exposure to credit risk

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

In determining the amount of expected credit losses, the Company 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 Company 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	12m ECL
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

Credit loss allowances

No ECL has been recognised as the Company expects full recovery of the loan amounts through alternative means, including future cash flows generated by the subsidiaries. The Company monitors the financial position of its subsidiaries on an ongoing basis. Even though these loans are on demand and therefore in default, the credit loss allowance for the current and prior year have been assessed to be nil.

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

15. Loans to related parties (continued)

Exposure to interest rate risk

Refer to note 42 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.

16. Reinsurance recoverable

Reinsurance recoverable	251,166	237,845	-	-
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The reinsurance recoverable has been shown due to compulsory reinsurance becoming effective in December 2019. Refer to the litigation statement in the Directors' Report.

Exposure to credit risk

Refer to note 42 Financial instruments and financial risk management for details of credit risk management for reinsurance recoverable.

Fair value of reinsurance recoverable

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

17. Cash and cash equivalents

Cash and cash equivalents consist of:

Cash on hand	225	212	8	16
Bank balances	30,710	39,283	397	462
Short-term deposits	1,326,474	997,233	-	-
	1,357,409	1,036,728	405	478

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-	358,346	94,822	-	-
A1+	973,867	907,771	251	344
F1+	24,971	33,923	146	118
	1,357,184	1,036,516	397	462

Foreign currency cash balances

Included in cash and cash equivalents are Botswana Pula (BWP) denominated bank balances amounting to BWP10,1 million (2025: BWP10,2 million) at the reporting date. These balances are translated into Namibia Dollars at the reporting date exchange rate. The resulting exchange differences are reflected in the statement of cash flows as the effect of foreign exchange rate changes on cash and cash equivalents.

Fair value of cash and cash equivalents

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

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

17. Cash and cash equivalents (continued)

Exposure to liquidity and credit risk

Refer to note 42 Financial instruments and financial risk management for details of liquidity and credit risk management for cash and cash equivalents.

18. Assets held for sale

During the year, the Board of Directors approved a plan to dispose of the Group's entire investment in Isuzu Truck Namibia (Pty) Ltd, whose principal activity is the ownership and management of investment property. The disposal forms part of the Group's strategy to optimise and rationalise its property portfolio.

At 30 June 2026, the Group had entered into a binding agreement for the sale of Isuzu Truck Namibia (Pty) Ltd to a third party. The sale agreement was signed shortly before year end, and the transaction is expected to be completed within the next 12 months. Accordingly, the assets and liabilities of the subsidiary were classified as held for sale in accordance with IFRS 5.

The disposal group was measured at the lower of its carrying amount and fair value less costs to sell. No impairment loss was recognised.

Assets and liabilities

Assets held for sale

Investment property	11,100	-	-	-
Cash and cash equivalents	331	-	-	-
Trade and other receivables	44	-	-	-
Loan to related party	-	-	8,100	-
Investment in subsidiary	-	-	1,200	-
	11,475	-	9,300	-

Liabilities directly associated with assets held for sale

Trade and other payables	46	-	-	-
Deferred tax	666	-	-	-
	712	-	-	-

19. Stated capital

Authorised

1,000,000,000 (1 billion) Ordinary no par value shares	150	150	150	150
3,000 Cumulative redeemable preference shares of N\$0.01 each	-	-	-	-
10 Cumulative redeemable preference shares of N\$1 each	-	-	-	-

Reconciliation of number of shares issued:

Reported as at 30 June 2026	53,444	53,444	53,444	53,444
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The board of directors are authorised by way of a general authority to allot and issue at their discretion up 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 (2025: 53,443,500)	129	129	129	129
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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 meetings of the company. All stated capital is fully paid up.

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

20. Revaluation reserve

The revaluation reserve relates to property that is carried at its revalued amounts.

Opening balance	82,819	63,452	-	-
Revaluation of land and buildings	-	20,037	-	-
Tax effect of tax rate change	424	-	-	-
Deferred tax movement on property revaluation	-	(670)	-	-
	83,243	82,819	-	-

21. Insurance contingency reserve

As part of the risk management process the board of Corporate Guarantee and Insurance Company of Namibia Ltd periodically adjusts the contingency reserve to ensure adequate provision for uncertain future events.

Opening balance	63,051	45,551	-	-
Transfer (to) / from retained income to contingency reserve	(10,000)	17,500	-	-
	53,051	63,051	-	-

22. Interest bearing loans and borrowings

Held at amortised cost

Instalment sale agreements	8,053	3,206	-	-
Bank loan	38,223	17,945	-	-
Other loans	26,718	25,838	26,718	25,838
	72,994	46,989	26,718	25,838

Split between non-current and current portions

Non-current liabilities	34,398	14,416	-	-
Current liabilities	38,596	32,573	26,718	25,838
	72,994	46,989	26,718	25,838

The Group's instalment sale agreements are provided by First National Bank of Namibia Limited and bear interest ranging from prime to prime plus 0,19% (2025: Namibian prime rate). The agreements are secured by vehicles (refer to note 3) and are payable in monthly instalments ranging from N\$3,438 to N\$11,324 (2025: N\$3,472 to N\$8,902). The average remaining term of these agreements are 48 months (2025: 59 months).

The bank loan of the Group is provided by Nedbank Namibia Limited, bears interest at rates ranging from prime less 1.5% to prime less 0.5% (2025: prime less 1.5% to prime less 0.5%), and is repayable in varying monthly instalments ranging from N\$2,828 to N\$39,880 (2025: N\$1,905 to N\$25,411). The loan is secured by the underlying vehicles, which are financed by the Group through instalment sale agreements, as disclosed under trade and other receivables (note 9), in favour of Nedbank Namibia Limited. The average remaining term of this facility is 36 months (2025: 29 months).

The loan from Veritrust (Pty) Ltd (included in current liabilities of the Company and the Group and shown as other loans) is repayable on demand, bearing interest at Namibian prime overdraft rate (2025: prime overdraft rate) and secured by a cash guarantee issued by Corporate Guarantee and Insurance Company of Namibia Ltd.

Refer to note 39 Changes in liabilities arising from financing activities for details of the movement in the borrowings during the reporting period and note 42 Financial instruments and financial risk management for the fair value of borrowings.

Exposure to liquidity and interest rate risk

Refer to note 42 Financial instruments and financial risk management for details of liquidity 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	2026	2025	2026	2025

23. Trade and other payables

Financial instruments:

Trade payables	113,471	69,801	3,052	2,347
Sundry creditors	264	630	-	-
Accruals	30,222	25,313	7,002	5,460
Deposits received	4,036	2,697	-	-
Non-financial instruments:				
VAT	4,944	3,971	1,233	-

152,937	102,412	11,287	7,807
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Exposure to liquidity and interest rate risk

Refer to note 42 Financial instruments and financial risk management for details of liquidity 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.

24. Contract liabilities

Summary of contract liabilities

Service plans	5,039	3,552	-	-
Vehicle tracking subscriptions	958	148	-	-
	5,997	3,700	-	-

Reconciliation of contract liabilities

Opening balance	3,700	-	-	-
Amounts deferred in the current year	3,658	4,389	-	-
Amounts released to revenue in the current year	(1,361)	(689)	-	-
	5,997	3,700	-	-

Maturity analysis

- first year	1,473	1,037	-	-
- second year	1,222	754	-	-
- between third and fifth	3,302	1,909	-	-
	5,997	3,700	-	-

Split between non-current and current portions

Non-current liabilities	4,524	2,663	-	-
Current liabilities	1,473	1,037	-	-
	5,997	3,700	-	-

Service contracts are sold with vehicles to cover the cost of future expenditure over specified periods. The customer pays upfront in full as part of the cost of the vehicle and this value is released as revenue over the period of the performance obligation. The revenue is long-term in nature (2 to 5 years). Revenue recognised is the cost of the work performed. Contract liabilities are maintained to cover the contractual costs of future service work to be performed.

Vehicle tracking subscription revenues are billed monthly in advance and then recognised in revenue as the service is provided. For customers who have paid for the services upfront, revenue is deferred and recognised over a period between 24 and 60 months and the service revenue is recognised over time as the services are performed.

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
25. Loans from related parties				
Subsidiaries				
Rubber Tree Properties (Pty) Ltd	-	-	2,588	-
Khomas Car Rental and Leasing (Pty) Ltd	-	-	4,507	11,261
Hochland 7191 (Pty) Ltd	-	-	471	3,755
Karas Securities (Pty) Ltd	-	-	60,000	60,000
Werda Weskusontwikkeling (Pty) Ltd	-	-	489	-
Bonsai Investments Nineteen (Pty) Ltd	-	-	123,670	140,005
Acacia Properties (Pty) Ltd	-	-	6,113	5,919
Willow Properties (Pty) Ltd	-	-	6,409	4,926
Nictus Eiendomme (Pty) Ltd	-	-	2,353	5,134
AST Business Solutions (Pty) Ltd	-	-	1,981	1,276
	-	-	208,581	232,276
Split between non-current and current portions				
Non-current liabilities	-	-	77,638	-
Current liabilities	-	-	130,943	232,276
	-	-	208,581	232,276

The above loans, apart from one mentioned below, from related parties bear interest at Namibian bank overdraft rates ranging from prime less 4% to prime (2025: prime less 4% to prime) with no fixed terms of repayment, but are repayable on demand.

A loan from Bonsai Investments Nineteen (Pty) Ltd has a monthly instalment of N\$2,4 million and is repayable over 4 years bearing interest at prime less 3%.

The loans from subsidiaries are unsecured.

Cumulative redeemable preference shares (amounting to N\$30 million) from Karas Securities (Pty) Ltd bear dividends at 70% of Namibian prime bank overdraft rate and Cumulative redeemable preference shares (amounting to N\$30 million) from the same company 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.

Changes in liabilities arising from financing activities

Refer to note 39 Changes in liabilities arising from financing activities for details of the movement in loans from group companies during the reporting period.

Exposure to liquidity and interest rate risk

Refer to note 42 Financial instruments and financial risk management for details of liquidity 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.

26. Insurance contract liability

Group

Insurance contract issued overview

Figures in Namibia Dollar Thousand

Contingency policies - Premium allocation approach (PAA)
Insurance contract liabilities as at 30 June 2026
Insurance contract liabilities as at 30 June 2025

Secured advances	Legal insurance contract liabilities	Total liabilities
(1,508,257)	4,073,124	2,564,867
(1,203,523)	3,232,087	2,028,564

Figures in Namibia Dollar Thousand

Opening secured advances
Opening legal insurance contract liabilities

Insurance contract liability opening balance

Amounts recognised in the statement of comprehensive income

Insurance revenue
Insurance acquisition cost
Incurred claims and other insurance services expenses

Insurance service results

No claim bonus charge to profit or loss
Finance income earned from secured advances

Net insurance finance expenses

Total movement recognised in the statement of comprehensive income

Cancellation and expired premiums
No claim bonus incurred

Investment component

New premiums received
Renewal premiums received

Premiums received
Claims and other insurance service expenses paid
Insurance acquisition cost
Cancellation and expired premiums settlement
Secured advance finance income received
Secured advance payments made to policyholders

Total cash flows

Closing secured advances
Closing legal insurance contract liabilities

Insurance contract liability closing balance

2026		
Liability for remaining coverage (LRC) Present value of expected future cash flows	Liability for incurred claims (LIC) Present value of expected future cash flows	Total
(1,203,523)	-	(1,203,523)
3,232,087	-	3,232,087
2,028,564	-	2,028,564
Insurance revenue	(43,383)	-
Insurance acquisition cost	14,177	-
Incurred claims and other insurance services expenses	(8,255)	8,255
	(37,461)	8,255
	243,871	-
	(121,797)	-
	122,074	-
	84,613	8,255
		92,868
Cancellation and expired premiums	(213,724)	213,724
No claim bonus incurred	(228,362)	228,362
	(442,086)	442,086
		-
New premiums received	864,434	-
Renewal premiums received	226,456	-
	1,090,890	-
Claims and other insurance service expenses paid	-	(8,255)
Insurance acquisition cost	(14,177)	-
Cancellation and expired premiums settlement	-	(442,086)
Secured advance finance income received	-	-
Secured advance payments made to policyholders	(182,937)	-
	893,776	(450,341)
		443,435
Closing secured advances	(1,508,257)	-
Closing legal insurance contract liabilities	4,073,124	-
	2,564,867	-
		2,564,867

Notes to the Consolidated and Separate Annual Financial Statements

26. Insurance contract liability (continued)

Figures in Namibia Dollar Thousand

	2025		
	Liability for remaining coverage (LRC)	Liability for incurred claims (LIC)	Total
	Present value of expected future cash flows	Present value of expected future cash flows	
Opening secured advances	(896,412)	-	(896,412)
Opening legal insurance contract liabilities	2,443,200	-	2,443,200
Insurance contract liability opening balance	1,546,788	-	1,546,788
Amounts recognised in the statement of comprehensive income			
Insurance revenue	(41,556)	-	(41,556)
Insurance acquisition cost	14,518	-	14,518
Incurred claims and other insurance services expenses	(14,811)	14,811	-
<i>Insurance service results</i>	<i>(41,849)</i>	<i>14,811</i>	<i>(27,038)</i>
No claim bonus charge to profit or loss	193,025	-	193,025
Finance income earned from secured advances	(96,904)	-	(96,904)
<i>Net insurance finance expenses</i>	<i>96,121</i>	<i>-</i>	<i>96,121</i>
Total movement recognised in the statement of comprehensive income	54,272	14,811	69,083
Cancellation and expired premiums	(240,133)	240,133	-
No claim bonus incurred	(165,304)	165,304	-
Investment component	(405,437)	405,437	-
New premiums received	894,579	-	894,579
Renewal premiums received	163,088	-	163,088
Premiums received	1,057,667	-	1,057,667
Claims and other insurance service expenses paid	-	(14,811)	(14,811)
Insurance acquisition cost	(14,518)	-	(14,518)
Cancellation and expired premiums settlement	-	(405,437)	(405,437)
Secured advance finance income received	96,904	-	96,904
Secured advance payments made to policyholders	(307,112)	-	(307,112)
Total cash flows	832,941	(420,248)	412,693
Closing secured advances	(1,203,523)	-	(1,203,523)
Closing legal insurance contract liabilities	3,232,087	-	3,232,087
Insurance contract liability closing balance	2,028,564	-	2,028,564

Risk exposures

Refer to note 42 Financial instruments and risk management for details of liquidity 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	2026	2025	2026	2025
27. Revenue				
Revenue from contracts with customers				
Sale of goods	1,087,754	922,380	-	-
Rendering of services	52,060	45,078	56,129	27,786
Interest received	15,304	16,658	-	-
	1,155,118	984,116	56,129	27,786
Revenue other than from contracts with customers				
Rental income	8,351	9,720	431	499
Interest received	8,592	22,667	4,992	6,329
Dividends received	-	-	31,164	24,856
	1,172,061	1,016,503	92,716	59,470
Disaggregation of revenue from customers				
Revenue from sale of goods per major product line				
Sale of goods - automotive - vehicle sales	426,750	348,245	-	-
Sale of goods - automotive - parts and accessories	357,036	329,972	-	-
Sale of goods - furniture	218,440	210,220	-	-
Sale of goods - building materials and hardware	85,312	33,943	-	-
Sale of goods - information technology	216	-	-	-
	1,087,754	922,380	-	-
Rendering of services				
Administration and management fees received	-	-	56,129	27,786
Services revenue - commission	552	-	-	-
Services revenue - automotive - services, fitting and repairs	50,428	44,685	-	-
Services revenue - building retail	1,065	-	-	-
Other revenue from rendering of services	-	393	-	-
Services revenue - business process management	15	-	-	-
	52,060	45,078	56,129	27,786
Effective interest income				
Interest received - finance - Instalment sales	7,001	6,269	-	-
Interest received - furniture - Instalment sales	8,303	10,389	-	-
	15,304	16,658	-	-
Total revenue from contracts with customers	1,155,118	984,116	56,129	27,786
Timing of revenue recognition				
At a point in time				
Sale of goods	1,087,754	922,380	-	-
Rendering of services	51,866	45,037	56,129	27,786
	1,139,620	967,417	56,129	27,786

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
27. Revenue (continued)				
Over time				
Rendering of services	194	41	-	-
Interest received	15,304	16,658	-	-
	15,498	16,699	-	-
Total revenue from contracts with customers	1,155,118	984,116	56,129	27,786
28. Cost of sales				
Sale of goods	890,423	751,860	-	-
Rendering of services	9,019	8,440	-	-
Depreciation	1,560	511	-	-
	901,002	760,811	-	-
29. Net expense from reinsurance contract held				
Reinsurance premiums	(906)	(850)	-	-
30. Other operating income				
Stamp duty and documentation income	1,248	1,075	-	-
Bad debts recovered	1,643	1,236	-	-
Sundry income	14,646	14,052	926	404
	17,537	16,363	926	404
31. Investment income from operations				
Investment income from operations:				
Dividends received	32,558	3,812	-	-
Interest received on investments	88,289	67,667	-	-
Net gains on investments	14,695	25,783	-	-
Total income	135,542	97,262	-	-
Investment income				
Investments in financial assets				
Interest received - bank and other cash	4,991	3,585	37	89
Interest and dividends received - financial assets	18	16	18	16
Total income	5,009	3,601	55	105
Total investment income	140,551	100,863	55	105

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
32. Employee costs				
As at 30 June 2026 the Group had 668 employees (30 June 2025: 600). Employee benefits expense is made up of the following for all employees, excluding executive directors:				
Employee costs				
Salaries, wages, bonuses and other benefits	139,786	118,656	11,278	8,304
33. Operating profit				
Operating profit for the year is stated after charging (crediting) the following, amongst others:				
Auditor's remuneration - external				
Audit fees	3,908	3,529	889	618
Remuneration, other than to employees				
Consulting fees and other benefits	34,721	24,642	13,889	12,827
Secretarial services	1,795	1,915	1,152	1,053
	36,516	26,557	15,041	13,880
Leases				
Short-term - premises	1,560	3,318	185	1,722
Low-value assets - equipment	271	251	-	-
	1,831	3,569	185	1,722
Depreciation and amortisation				
Depreciation of property, plant and equipment	11,973	11,103	561	463
Depreciation of right-of-use assets	6,580	2,995	216	18
Amortisation of intangible assets	1,973	2,051	1,226	1,029
Total depreciation and amortisation	20,526	16,149	2,003	1,510
Less: depreciation included in cost of sales	(1,560)	(511)	-	-
Total depreciation and amortisation expensed	18,966	15,638	2,003	1,510
Movement in credit loss allowances				
Trade and other receivables	(2,835)	861	-	-
34. Finance costs				
Preference dividends	-	-	4,319	4,651
Lease liabilities	1,595	628	34	4
Bank and other	2,852	1,556	-	-
Related parties	2,819	3,470	13,762	14,005
Total finance costs	7,266	5,654	18,115	18,660
35. Taxation				
Major components of the tax expense				
Current				
Current tax	3,097	2,682	249	-
Deferred				
Recognised in profit and loss	(1,828)	12,528	-	-
Recognised in other comprehensive income	(424)	670	-	-
	(2,252)	13,198	-	-
	845	15,880	249	-

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
35. Taxation (continued)				
Reconciliation of the tax expense				
Reconciliation between accounting profit and tax expense:				
Accounting profit before tax	71,267	74,060	27,865	9,710
Other comprehensive income	-	20,037	-	-
	71,267	94,097	27,865	9,710
Tax at the applicable tax rate of 30% (2025: 31%)	21,380	29,170	8,360	3,010
Tax effect of adjustments on taxable income				
Rate change adjustment	(2,348)	(1,862)	158	153
Fair value adjustment on contingency policies	(5,049)	(4,541)	-	-
Non-taxable income: investment income from operations	(14,188)	(5,854)	-	-
Fair value adjustment on property - land	-	(5,151)	-	-
Impairment reversal on investments in subsidiaries	-	-	713	(2,027)
Non-taxable income: dividends received	-	-	(9,349)	(7,710)
Other taxable income	920	-	-	-
(Decrease) / Increase of unrecognised deferred tax asset - assessed loss	(250)	3,267	(1,119)	5,037
Non-deductible expenses	380	851	1,486	1,537
Total tax expense	845	15,880	249	-

The Group's effective tax rate for the year was 1% (2025: 17%).

The statutory income tax rate of 31% in 2025 was reduced to 30% in the 2026 financial year.

Estimated tax losses available for set off against future taxable income	274,626	287,687	94,742	98,066
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Estimated tax 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\$79,7 million (2025: N\$80,6 million) for the Group and N\$75,6 million (2025: N\$79,3 million) for the Company. Deferred tax assets not raised amount to N\$23,9 million (2025: N\$25 million) for the Group and N\$22,7 million (2025: N\$24,6 million) for the Company.

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025
36. Cash generated from / (used in) operations				
Profit before taxation	71,267	74,060	27,865	9,710
Adjustments for non-cash items:				
Depreciation and amortisation	33 20,526	16,149	2,003	1,510
Gains on disposal of property, plant and equipment	(233)	(1,147)	-	(59)
Losses on disposal of intangible assets	45	86	10	86
Losses on exchange differences	57	5	-	-
Movements in provisions	(93)	(6)	-	-
Dividends received	27 -	-	(31,164)	(24,856)
Interest income reinsurance	(14,311)	(12,435)	-	-
Prescribed dividends	282	147	282	147
Revaluation of investment property	-	(520)	-	(520)
Gain on modification of lease liability	(10)	-	-	-
Loss on acquisition of subsidiary	-	200	-	200
Fair value adjustment on other financial asset	-	-	(79)	(47)
Impairment of investments in subsidiaries	8 -	-	2,380	(6,739)
Adjust for items which are presented separately:				
Interest income	31 (5,009)	(3,601)	(55)	(105)
Finance costs	34 7,266	5,654	18,115	18,660
Changes in working capital:				
Inventories	(21,565)	(26,068)	-	-
Trade and other receivables	(50,303)	(67,737)	1,503	(1,975)
Trade and other payables	50,571	(27,562)	3,480	1,690
Finance lease receivables	1,909	4,085	-	-
Contract liabilities	2,297	3,700	-	-
Insurance contract liability	536,303	481,776	-	-
Loans and receivables	11 65,760	(11,361)	-	-
Reinsurance recoverable	990	929	-	-
	665,749	436,354	24,340	(2,298)

37. Tax paid

Balance at beginning of the year	(534)	-	-	-
Current tax recognised in profit or loss	(3,097)	(2,682)	(249)	-
Prior year adjustment	(920)	-	-	-
Balance at end of the year	887	534	59	-
	(3,664)	(2,148)	(190)	-

38. Dividends paid

Dividends	(13,361)	(18,705)	(13,361)	(18,705)
	(13,361)	(18,705)	(13,361)	(18,705)

Notes to the Consolidated and Separate Annual Financial Statements

39. Changes in liabilities arising from financing activities

Reconciliation of liabilities arising from financing activities - Group - 2026

	Opening balance	Finance charges	New leases	Other non-cash movements	Total non-cash movements	Cash flows - receipts	Cash flows - payments	Cash flows - Interest paid	Closing balance
Borrowings	46,989	5,671	-	710	6,381	25,882	(587)	(5,671)	72,994
Lease liabilities	6,397	1,595	11,743	(143)	13,195	-	(5,974)	(1,595)	12,023
Total liabilities from financing activities	53,386	7,266	11,743	567	19,576	25,882	(6,561)	(7,266)	85,017

Reconciliation of liabilities arising from financing activities - Group - 2025

	Opening balance	Finance charges	New leases	Other non-cash movements	Total non-cash movements	Cash flows - payments	Cash flows - Interest paid	Closing balance
Borrowings	52,641	-	-	-	3,283	(3,925)	(5,010)	46,989
Lease liabilities	2,341	628	6,897	-	7,525	(2,841)	(628)	6,397
Total liabilities from financing activities	54,982	628	6,897	3,283	10,808	(6,766)	(5,638)	53,386

Reconciliation of liabilities arising from financing activities - Company - 2026

	Opening balance	Finance charges	Dividends received	Total non-cash movements	Cash flows - receipts	Cash flows - payments	Cash flows - Interest paid	Closing balance
Borrowings	25,838	-	-	-	880	-	-	26,718
Lease liabilities	415	34	-	34	-	(206)	(34)	209
Loans from related parties	200,005	-	(31,164)	(31,164)	14,829	-	-	183,670
Total liabilities from financing activities	226,258	34	(31,164)	(31,130)	15,709	(206)	(34)	210,597

Reconciliation of liabilities arising from financing activities - Company - 2025

	Opening balance	Finance charges	Other non-cash movements	New leases	Dividends received	Total non-cash movements	Cash flows - payments	Cash flows - receipts	Closing balance
Borrowings	34,324	-	-	-	-	-	(8,486)	-	25,838
Loans from related parties	125,854	-	(2,310)	-	(24,856)	(27,166)	-	101,317	200,005
Finance lease liabilities	-	4	-	431	-	435	(20)	-	415
Total liabilities from financing activities	160,178	4	(2,310)	431	(24,856)	(26,731)	(8,506)	101,317	226,258

40. Related parties

Relationships
Subsidiaries
Related entities

Refer to note 8
Ultra Investments (Pty) Ltd
Red Acre Trading (Pty) Ltd
KCB Trust
Nature Unlimited Consultations (Pty) Ltd
Namprop (Pty) Ltd
Nictus Limited
Veritas Eksekuteurskamer (Pty) Ltd
Veritrust (Pty) Ltd
Haida Investments (Pty) Ltd
Premier Services (Pty) Ltd
Schanzen Road Investments CC
Intersection Consulting CC
Nossob West Consulting Services CC
Caris Family Trust
Landswyd Beleggings (Pty) Ltd
Mejaloka Trust
The Selfhelp Trust of Namibia
Floreat Trust
Langverwagt Trust
Nico Tromp Trust
Die Kosie Pretorius Trust
Frank Otto Zapke Testamentary Trust
P J De W Tromp & Seuns (Pty) Ltd
PC Trust
Saffier Trust
Franke Trust
Hudab Trust
Play Padel Namibia CC

Members of key management

GR de V Tromp (non-executive)
ME Ackermann (non-executive)
SW Walters (non-executive)
PJ de W Tromp
CA Snyman
WO Fourie
FR van Staden
H du Plessis
FJ Wahl
GC Vermeulen
BJ Gous
CA Janse van Rensburg
AD de Jager

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.

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

40. Related parties (continued)

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 individual's 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).

Transactions with key management personnel

Details pertaining to directors' and key management compensation are set out in note 41. 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 into 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:

Related party balances with subsidiaries

Loan accounts - Owning / (to) by related parties

Loans from subsidiaries (excl preference shares)	-	-	(148,581)	(172,276)
Loans to subsidiaries (refer to note 15)	-	-	94,505	118,909
Preference shares issued to subsidiary	-	-	(60,000)	(60,000)
Trade payables	-	-	(120)	(120)
Trade receivables	-	-	34	718
Other financial assets	-	-	1,128	951

Related party balances with key management, personnel and companies

affiliated with key management in the Group

Unearned premium reserve account	(64,361)	(55,248)	-	-
Loans from related parties	(26,718)	(25,838)	(26,718)	(25,838)
Loans to related parties	33,090	28,082	-	-
Trade payables	(1,825)	(1,602)	-	-
Trade receivables	7,688	2,894	-	191

Related party transactions with subsidiaries

Interest received from subsidiaries	-	-	(4,992)	(6,329)
Interest paid to subsidiaries	-	-	10,943	10,536
Preference dividends paid to subsidiaries	-	-	4,319	4,651
Rent paid to subsidiaries	-	-	213	1,840
Admin fees received from subsidiaries	-	-	(55,948)	(27,511)
Dividends received from subsidiaries	-	-	(31,164)	(24,856)
Rent received from subsidiaries	-	-	(431)	-
Purchases	-	-	880	361

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

40. Related parties (continued)

Related party transactions with key management, personnel and companies affiliated with key management in the Group

Gross written premiums	(7,357)	(6,529)	-	-
Cancellations and endorsements	2,664	4,148	-	-
Claims paid	30	28	-	-
Interest received	(2,719)	(2,695)	-	-
Interest paid	2,819	3,469	2,819	3,469
Sales	(6,888)	(2,945)	(272)	(258)
Purchases	1,721	2,161	1,303	1,196

Loans due to and by subsidiaries, excluding preference shares, bear interest at rates linked to Namibian prime bank overdraft rates, ranging from 25% of prime to prime plus 3% (2025: ranging from 25% of prime to prime), are unsecured and have no fixed terms of repayment. The loans to Bel Development (Pty) Ltd, Mopanie Tree Properties (Pty) Ltd and Soutbos Properties (Pty) Ltd are interest free (2025: interest free). 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.

Comparative figures

During the current financial year, the Group revised the presentation of related party balances and transactions to provide greater transparency and consistency in the disclosure of the underlying transactions and balances. In prior periods, certain related party transactions and balances were presented on a net basis, including:

- Interest received and interest paid;
- Purchases from and sales to related parties;
- Trade receivables from and trade payables to related parties; and
- Loans receivable from and loans payable to related parties

In the current year, these related party transactions and balances have been presented on a gross basis, with the respective income and expenses and receivable and payable balances disclosed separately, where applicable. The comparative information for the prior year has been reclassified to conform to the current year presentation. The reclassification has been made for both the Company and the Group disclosures. The reclassification is presentation and disclosure in nature only and has no impact on the previously reported profit or loss, total assets, total liabilities, equity, cash flows or net assets of the Company or the Group.

41. Directors' emoluments

Executive

2026

	Salaries, management and consulting fees - Holding company	Salaries, management and consulting fees - Subsidiaries	Incentives - Subsidiaries	Total
Services as director or prescribed officer				
PJ de W Tromp	5,975	-	-	5,975
WO Fourie	-	3,135	337	3,472
CA Snyman	2,408	-	-	2,408
FR van Staden	-	3,000	-	3,000
H du Plessis	-	2,520	329	2,849
FJ Wahl	-	2,370	369	2,739
GC Vermeulen	-	2,200	-	2,200
BJ Gous	-	2,515	1,200	3,715
CA Janse van Rensburg	-	1,824	-	1,824
AD de Jager	-	1,460	-	1,460
	8,383	19,024	2,235	29,642

Notes to the Consolidated and Separate Annual Financial Statements

41. Directors' emoluments (continued)

2025	Salaries, management and consulting fees - Holding company	Salaries, management and consulting fees - Subsidiaries	Incentives - Subsidiaries	Total
Services as director or prescribed officer				
PJ de W Tromp	5,607	-	-	5,607
WO Fourie	-	3,060	-	3,060
CA Snyman	1,522	-	-	1,522
FR van Staden	-	3,480	1,701	5,181
H du Plessis	-	2,160	1,000	3,160
FJ Wahl	-	1,887	274	2,161
GC Vermeulen	-	1,821	-	1,821
BJ Gous	-	2,670	-	2,670
CA Janse van Rensburg	-	1,621	-	1,621
	7,129	16,699	2,975	26,803

Non-executive

2026	Directors' fees	Total
Services as director		
GR de V Tromp	818	818
SW Walters	598	598
ME Ackermann	409	409
	1,825	1,825

2025	Directors' fees	Total
Services as director		
GR de V Tromp	916	916
TB Horn	288	288
SW Walters	601	601
ME Ackermann	434	434
	2,239	2,239

42. 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 delegated 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.

42. Financial instruments and risk management (continued)

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, reinsurance recoverable 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 determines 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 applies 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 considers 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 receivables which do not contain a significant financing component are the exceptions and are discussed below.

Where necessary, the assessment for a significant increase in credit risk is made on a collective basis. Management typically adopts 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 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 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 has chosen as an accounting policy, to make use of lifetime expected credit losses. Management therefore does not make the annual assessment of whether the credit risk has increased significantly since initial recognition for trade receivables or lease receivables.

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

Group		2026			2025		
		Gross carrying amount	Credit loss allowance	Amortised cost / fair value	Gross carrying amount	Credit loss allowance	Amortised cost / fair value
Loans and receivables	11	36,743	-	36,743	101,599	-	101,599
Investments	10	452,645	-	452,645	229,788	-	229,788
Finance lease receivables	12	12,323	-	12,323	13,801	-	13,801
Trade and other receivables	9	221,182	(2,118)	219,064	180,994	(4,953)	176,041
Cash and cash equivalents	17	1,357,409	-	1,357,409	1,036,728	-	1,036,728
Reinsurance recoverable	16	251,166	-	251,166	237,845	-	237,845
		2,331,468	(2,118)	2,329,350	1,800,755	(4,953)	1,795,802

Notes to the Consolidated and Separate Annual Financial Statements

42. Financial instruments and risk management (continued)

Company		2026			2025		
		Gross carrying amount	Credit loss allowance	Amortised cost / fair value	Gross carrying amount	Credit loss allowance	Amortised cost / fair value
Loans to related parties	15	86,405	-	86,405	118,909	-	118,909
Investments	10	334	-	334	313	-	313
Trade and other receivables	9	468	-	468	1,668	-	1,668
Cash and cash equivalents	17	405	-	405	478	-	478
Other financial assets		1,128	-	1,128	951	-	951
		88,740	-	88,740	122,319	-	122,319

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.

Group - 2026		Less than 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total	Carrying amount
Total financial liabilities							
Trade and other payables	23	147,993	-	-	-	147,993	147,993
Borrowings	22	45,099	14,806	26,283	-	86,188	72,994
Lease liabilities	4	6,585	3,658	3,812	-	14,055	12,023
Insurance contract liability	26	2,564,867	-	-	-	2,564,867	2,564,867
Liabilities directly associated with assets held for sale							
Trade and other payables	18	46	-	-	-	46	46
		2,764,590	18,464	30,095	-	2,813,149	2,797,923
Total financial assets							
Trade and other receivables	9	167,986	37,493	36,025	-	241,504	219,064
Investments	10	298,611	1,860	5,581	186,427	492,479	452,645
Loans and receivables	11	20,838	20,026	2,549	-	43,413	36,743
Reinsurance recoverable	16	265,597	-	-	-	265,597	251,166
Finance lease receivables	12	7,848	4,897	1,960	-	14,705	12,323
Cash and cash equivalents	17	1,357,409	-	-	-	1,357,409	1,357,409
Assets held for sale							
Cash and cash equivalents	18	331	-	-	-	331	331
Trade and other receivables	18	25	-	-	-	25	25
		2,118,645	64,276	46,115	186,427	2,415,463	2,329,706
		645,945	(45,812)	(16,020)	(186,427)	397,686	468,217

42. Financial instruments and risk management (continued)

Group - 2025		Less than 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total	Carrying amount
Total financial liabilities							
Trade and other payables	23	98,441	-	-	-	98,441	98,441
Borrowings	22	36,823	7,715	9,003	-	53,541	46,989
Lease liabilities	4	2,763	2,487	2,916	-	8,166	6,397
Insurance contract liability	26	2,028,564	-	-	-	2,028,564	2,028,564
		2,166,591	10,202	11,919	-	2,188,712	2,180,391
Total financial assets							
Trade and other receivables	9	141,110	32,183	19,754	-	193,047	176,041
Investments	10	1,860	1,860	5,581	238,064	247,365	229,788
Loans and receivables	11	43,848	31,874	60,647	-	136,369	101,599
Reinsurance recoverable	16	252,070	-	-	-	252,070	237,845
Finance lease receivables	12	7,620	5,823	3,533	-	16,976	13,801
Cash and cash equivalents	17	1,036,728	-	-	-	1,036,728	1,036,728
		1,483,236	71,740	89,515	238,064	1,882,555	1,795,802
		683,355	(61,538)	(77,596)	(238,064)	306,157	384,589
Company - 2026		Less than 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total	Carrying amount
Total financial liabilities							
Trade and other payables	23	10,054	-	-	-	10,054	10,054
Loans from related parties	25	144,965	28,884	57,768	-	231,617	208,581
Borrowings	22	29,456	-	-	-	29,456	26,718
Lease liabilities	4	220	-	-	-	220	209
		184,695	28,884	57,768	-	271,347	245,562
Total financial assets							
Investments	10	-	-	-	334	334	334
Loans to related parties	15	93,573	-	-	-	93,573	86,405
Trade and other receivables	9	468	-	-	-	468	468
Other financial assets		1,207	-	-	-	1,207	1,128
Cash and cash equivalents	17	405	-	-	-	405	405
Assets held for sale							
Loan to related party	18	8,100	-	-	-	8,100	8,100
		103,753	-	-	334	104,087	96,840
		80,942	28,884	57,768	(334)	167,260	148,722

Notes to the Consolidated and Separate Annual Financial Statements

42. Financial instruments and risk management (continued)

Company - 2025

		Less than 1 year	1 to 2 years	Over 5 years	Total	Carrying amount
Total financial liabilities						
Loans from related parties	25	248,429	-	-	248,429	232,276
Borrowings	22	28,551	-	-	28,551	25,838
Lease liabilities	4	240	220	-	460	415
Trade and other payables	23	7,807	-	-	7,807	7,807
		285,027	220	-	285,247	266,336
Total financial assets						
Investments	10	-	-	313	313	313
Loans to related parties	15	125,481	-	-	125,481	118,909
Trade and other receivables	9	1,668	-	-	1,668	1,668
Other financial assets		1,017	-	-	1,017	951
Cash and cash equivalents	17	478	-	-	478	478
		128,644	-	313	128,957	122,319
		156,383	220	(313)	156,290	144,017

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.

Interest rate profile

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

	Note	Average effective interest rate		Carrying amount	
		2026	2025	2026	2025
Group					
Assets					
Debt investments	10	11.81 %	12.11 %	433,839	228,351
Secured advances	11	9.37 %	9.40 %	25,361	91,121
Finance lease receivables	12	17.00 %	16.50 %	12,323	13,801
Trade and other receivables	9	14.65 %	14.90 %	126,739	119,879
Cash and cash equivalents	17	8.26 %	9.33 %	1,335,175	1,013,235
Other loans and receivables	11	13.70 %	13.50 %	7,946	6,861
Reinsurance recoverable	16	7.00 %	6.90 %	251,166	237,845
				2,192,549	1,711,093
Liabilities					
Loans from related parties	22	10.25 %	10.50 %	(26,718)	(25,838)
Bank loans	22	9.72 %	9.80 %	(46,276)	(21,151)
				(72,994)	(46,989)

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 %

42. Financial instruments and risk management (continued)

Company	Note	Average effective interest rate		Carrying amount	
		2026	2025	2026	2025
Assets					
Loans to related parties	15	8.03 %	7.35 %	83,327	86,126
Other financial assets		7.00 %	6.90 %	1,128	951
				84,455	87,077
Liabilities					
Loans from related parties	22&25	6.00 %	6.18 %	(235,299)	(258,114)

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.

Group

At 30 June 2026, if the Group interest rate had been 1% per annum (2025: 1%) higher or lower during the period, with all other variables held constant, profit or loss for the year would have been N\$18,1 million (2025: N\$10,6 million) lower and N\$18,1 million (2025: N\$10,6 million) higher.

Company

At 30 June 2026, if the Company interest rate had been 1% per annum (2025: 1%) higher or lower during the period, with all other variables held constant, profit or loss for the year would have been N\$0,7 million (2025: N\$1,2 million) lower and N\$0,7 million (2025: N\$1,2 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.

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	2026	2026	2025	2025
	Increase	Decrease	Increase	Decrease
Increase or decrease in rate				
Impact on profit or loss:				
Listed shares 10% (2025: 1%)	1,881	(1,881)	14	(14)

Notes to the Consolidated and Separate Annual Financial Statements

42. Financial instruments and risk management (continued)

Company	2026	2026	2025	2025
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss:				
Listed shares 10% (2025: 1%)	33	(33)	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.

The insurance segment is required to demonstrate adequate capital and solvency levels in accordance with the Financial Institutions and Markets Act ("FIMA") (2025: Short-term Insurance Act). The segment therefore aims to maintain sufficient shareholder assets (own funds) in excess of the assets required to meet insurance contract liabilities to support a multiple of the Solvency Capital Requirement. The segment also undertakes an Own Risk Solvency Assessment in addition to meeting the minimum requirements prescribed by regulation. At 30 June 2026, management of the insurance segment is actively addressing a capital adequacy shortfall identified in terms of the requirements prescribed by FIMA (2025: the segment complied with the capital adequacy requirements prescribed by the Short-term Insurance Act). The shortfall is largely attributable to the specific characteristics of the ART products. Management is aware that the shortfall may result in potential consequences and reportable duties, as prescribed by the FIMA Standard No. INS.S.2.1. Paragraph 10. Refer to the directors' report.

Categories of financial instruments

Categories of financial assets

Group - 2026

	Note(s)	Fair value through profit or loss	Amortised cost	Total
Continuing operations				
Loans and receivables	11	-	36,743	36,743
Investments	10	18,806	433,839	452,645
Finance lease receivables	12	-	12,323	12,323
Trade and other receivables	9	-	219,064	219,064
Cash and cash equivalents	17	-	1,357,409	1,357,409
Reinsurance recoverable	16	-	251,166	251,166
Assets held for sale				
Cash and cash equivalents	18	-	331	331
Trade and other receivables	18	-	25	25
		18,806	2,310,900	2,329,706

42. Financial instruments and risk management (continued)

Group - 2025

	Note(s)	Fair value through profit or loss	Amortised cost	Total
Loans and receivables	11	-	101,599	101,599
Investments	10	1,437	228,351	229,788
Finance lease receivables	12	-	13,801	13,801
Trade and other receivables	9	-	176,041	176,041
Cash and cash equivalents	17	-	1,036,728	1,036,728
Reinsurance recoverable	16	-	237,845	237,845
		1,437	1,794,365	1,795,802

Company - 2026

	Note(s)	Fair value through profit or loss	Amortised cost	Total
Continuing operations				
Loans to related parties	15	-	86,405	86,405
Investments	10	334	-	334
Trade and other receivables	9	-	468	468
Cash and cash equivalents	17	-	405	405
Other financial assets		-	1,128	1,128
Assets held for sale				
Loan to related party	18	-	8,100	8,100
		334	96,506	96,840

Company - 2025

	Note(s)	Fair value through profit or loss	Amortised cost	Total
Loans to related parties	15	-	118,909	118,909
Investments	10	313	-	313
Trade and other receivables	9	-	1,668	1,668
Cash and cash equivalents	17	-	478	478
Other financial assets		-	951	951
		313	122,006	122,319

Categories of financial liabilities

Group - 2026

	Note(s)	Amortised cost	Leases	Total
Continuing operations				
Trade and other payables	23	147,993	-	147,993
Borrowings	22	72,994	-	72,994
Lease liabilities	4	-	12,023	12,023
Liabilities directly associated with assets held for sale				
Trade and other payables	18	46	-	46
		221,033	12,023	233,056

Notes to the Consolidated and Separate Annual Financial Statements

42. Financial instruments and risk management (continued)

Group - 2025

	Note(s)	Amortised cost	Leases	Total
Trade and other payables	23	98,441	-	98,441
Borrowings	22	46,989	-	46,989
Lease liabilities	4	-	6,397	6,397
		145,430	6,397	151,827

Company - 2026

	Note(s)	Amortised cost	Leases	Total
Trade and other payables	23	10,054	-	10,054
Loans from related parties	25	208,581	-	208,581
Borrowings	22	26,718	-	26,718
Lease liabilities	4	-	209	209
		245,353	209	245,562

Company - 2025

	Note(s)	Amortised cost	Leases	Total
Trade and other payables	23	7,807	-	7,807
Loans from related parties	25	232,276	-	232,276
Borrowings	22	25,838	-	25,838
Lease liabilities	4	-	415	415
		265,921	415	266,336

42. 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.

The Group underwrites finite risk policies to a defined target market which concentrates primarily on the small and medium enterprises in the commercial market and secondarily 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 centralised 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, 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 segment executive to individual underwriters through detailed underwriting authorities that set the limits for underwriters by client size, class of business, territory and industry in order to enforce appropriate risk selection within the portfolio. In addition, 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 business 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 Group has a history of positive claims development, i.e. the reserves created over time proved 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.

Notes to the Consolidated and Separate Annual Financial Statements

43. Group segmental analysis

The Group has the following reportable segments which are differentiated by the activities that each undertakes 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, Subaru and Hero franchise throughout Namibia, in addition to operating as a retailer of tyres, related products and services. Furniture retail and financing thereof, with branches located throughout Namibia. Automotive glass fitment and repairs. Rental of vehicles. Building materials and hardware retail. Providing call centre, vehicle tracking and roadside assistance services and selling of vehicle tracking devices. Sale of electronic hardware and software.
Insurance and finance	Short-term insurance and financing through the alternative risk transfer model as well as vehicle and office equipment 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 the financial statements.

Capital expenditure reflects additions to non-current assets, other than financial instruments, deferred tax 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 following tables provide information on segment revenue and results, as well as assets, liabilities, cash flows and capital expenditure.

43. Group segmental analysis (continued)

2026

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment revenue						
Sale of goods and rendering of services	1,156,714	-	552	-	(17,452)	1,139,814
Rental income	7,288	33,991	-	-	(32,928)	8,351
Finance income	8,303	-	75,711	4,992	(65,110)	23,896
Management fees	-	-	-	56,129	(56,129)	-
Insurance revenue	-	-	57,007	-	(2,257)	54,750
Dividends received	-	-	-	31,164	(31,164)	-
Total segment revenue	1,172,305	33,991	133,270	92,285	(205,040)	1,226,811
Inter-segmental revenue	(17,634)	(32,746)	(62,375)	(92,285)	205,040	-
Total revenue from external customers	1,154,671	1,245	70,895	-	-	1,226,811

Disaggregation between revenue and insurance revenue

Revenue (note 27)	1,154,671	1,245	16,145	-	-	1,172,061
Insurance revenue	-	-	54,750	-	-	54,750
Total revenue from external customers	1,154,671	1,245	70,895	-	-	1,226,811

Disaggregation per region

Namibia	1,154,671	1,245	70,895	-	-	1,226,811
Botswana	-	-	-	-	-	-
Total revenue from external customers	1,154,671	1,245	70,895	-	-	1,226,811

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Significant items included in operating profit / (loss) for the year						
Cost of sales	901,002	-	-	-	-	901,002
Depreciation and amortisation	15,878	753	332	2,003	-	18,966
Segment results						
Operating profit / (loss) before finance cost	28,625	16,033	67,268	46,060	(79,453)	78,533
Finance cost	(21,915)	(11,060)	(3,851)	(18,115)	47,675	(7,266)
Profit / (loss) before taxation	6,710	4,973	63,417	27,945	(31,778)	71,267
Taxation	(1,869)	(3,289)	1,218	(249)	2,920	(1,269)
Net profit / (loss) for the year	4,841	1,684	64,635	27,696	(28,858)	69,998
Disaggregation per region						
Namibia	4,841	1,684	64,886	27,756	(28,858)	70,309
Botswana	-	-	(251)	(60)	-	(311)
Net profit / (loss) for the year	4,841	1,684	64,635	27,696	(28,858)	69,998

Notes to the Consolidated and Separate Annual Financial Statements

43. Group segmental analysis (continued)

2026

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment assets, liabilities, cash flows and capital expenditure						
Segment assets - Namibia	625,642	638,124	4,368,098	359,666	(2,708,482)	3,283,048
Segment assets - Botswana	-	-	12,653	13,706	(13,601)	12,758
Total segment assets	625,642	638,124	4,380,751	373,372	(2,722,083)	3,295,806
Segment liabilities - Namibia	445,772	332,917	4,336,983	246,854	(2,464,460)	2,898,066
Segment liabilities - Botswana	-	-	514	-	-	514
Total segment liabilities	445,772	332,917	4,337,497	246,854	(2,464,460)	2,898,580
Cash flows from operating activities	6,619	(8,765)	502,252	5,909	153,813	659,828
Cash flows from investing activities	(9,101)	(93,642)	(280,718)	(8,278)	47,911	(343,828)
Cash flows from financing activities	5,010	93,629	106,529	2,141	(201,349)	5,960
Capital expenditure - Namibia	(31,583)	(95,588)	(113)	(3,229)	3,338	(127,175)
Capital expenditure - Botswana	-	-	(10)	-	-	(10)
Total capital expenditure	(31,583)	(95,588)	(123)	(3,229)	3,338	(127,185)

2025

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment revenue						
Sale of goods and rendering of services	1,002,548	-	-	-	(35,090)	967,458
Rental income	7,398	33,269	-	-	(30,947)	9,720
Finance income	10,389	-	83,965	6,329	(61,358)	39,325
Management fees	-	-	-	27,786	(27,786)	-
Insurance revenue	-	-	65,573	-	(6,783)	58,790
Dividends received	-	-	-	24,856	(24,856)	-
Total segment revenue	1,020,335	33,269	149,538	58,971	(186,820)	1,075,293
Inter-segmental revenue	(35,090)	(30,947)	(61,812)	(58,971)	186,820	-
Total revenue from external customers	985,245	2,322	87,726	-	-	1,075,293
Disaggregation between revenue and insurance revenue						
Revenue (note 27)	985,245	2,322	28,936	-	-	1,016,503
Insurance revenue	-	-	58,790	-	-	58,790
Total revenue from external customers	985,245	2,322	87,726	-	-	1,075,293
Disaggregation per region						
Namibia	985,245	2,322	87,726	-	-	1,075,293
Botswana	-	-	-	-	-	-
Total revenue from external customers	985,245	2,322	87,726	-	-	1,075,293

43. Group segmental analysis (continued)

2026

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Significant items included in operating profit / (loss) for the year						
Cost of sales	760,811	-	-	-	-	760,811
Depreciation and amortisation	13,275	546	309	1,510	-	15,640
Segment results						
Operating profit / (loss) before finance cost	39,456	23,794	64,288	27,987	(75,811)	79,714
Finance cost	(19,838)	(9,089)	(3,431)	(18,660)	45,364	(5,654)
Profit / (loss) before taxation	19,618	14,705	60,857	9,327	(30,447)	74,060
Taxation	(5,776)	(1,672)	(10,033)	-	2,271	(15,210)
Net profit / (loss) for the year	13,842	13,033	50,824	9,327	(28,176)	58,850
Disaggregation per region						
Namibia	13,842	13,033	50,881	9,357	(28,176)	58,937
Botswana	-	-	(57)	(30)	-	(87)
Net profit / (loss) for the year	13,842	13,033	50,824	9,327	(28,176)	58,850

	Retail	Properties	Insurance and finance	Head office	Eliminations	Consolidated
Segment assets, liabilities, cash flows and capital expenditure						
Segment assets - Namibia	553,559	516,399	3,473,636	364,668	(2,303,812)	2,604,450
Segment assets - Botswana	-	-	13,618	13,780	(13,702)	13,696
Total segment assets	553,559	516,399	3,487,254	378,448	(2,317,514)	2,618,146
Segment liabilities - Namibia	386,200	226,353	3,477,290	266,335	(2,078,843)	2,277,335
Segment liabilities - Botswana	-	-	334	14	(311)	37
Total segment liabilities	386,200	226,353	3,477,624	266,349	(2,079,154)	2,277,372
Cash flows from operating activities	(61,630)	(2,885)	260,920	(20,869)	256,617	432,153
Cash flows from investing activities	(12,868)	(37,725)	(475,723)	(66,971)	442,114	(151,173)
Cash flows from financing activities	79,101	40,886	460,360	87,906	(698,734)	(30,481)
Capital expenditure - Namibia	(36,646)	(49,200)	(1,376)	(3,335)	787	(89,770)
Capital expenditure - Botswana	-	-	(27)	-	-	(27)
Total capital expenditure	(36,646)	(49,200)	(1,403)	(3,335)	787	(89,797)

Notes to the Consolidated and Separate Annual Financial Statements

	Group		Company	
Figures in Namibia Dollar Thousand	2026	2025	2026	2025

44. 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 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	69,998	58,850	-	-
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Weighted average number of shares ('000's)

Shares in issue	53,444	53,444	-	-
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Basic earnings per share

Basic earnings per share (cents)	130.98	110.12	-	-
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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. Headline earnings and diluted headline earnings are presented after tax and non-controlling interest.

Reconciliation between basic earnings and headline earnings

Basic earnings	69,998	58,850	-	-
Adjusted for:				
Profit on disposal of property, plant and equipment and intangible assets	(188)	(1,061)	-	-
Gain on revaluation of investment property	-	(520)	-	-
Loss on acquisition of subsidiary	-	200	-	-
	69,810	57,469	-	-

Headline earnings per share

Headline earnings per share (cents)	130.62	107.53	-	-
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45. Contingencies

Company

Nictus Holdings Limited provided a limited guarantee for a total amount of N\$10 million in respect of the loan between Bonsai Investments Nineteen (Pty) Ltd and Nictus Eiendomme (Pty) Ltd. The outstanding loan balance at 30 June 2026 amounted to N\$10 million (2025: N\$6,1 million).

Nictus Holdings Limited provided a limited guarantee for a total amount of N\$6,2 million in respect of the loan between Bonsai Investments Nineteen (Pty) Ltd and Acacia Properties (Pty) Ltd. The outstanding loan balances at 30 June 2026 amounted to N\$2,5 million (2025: N\$2,3 million).

46. Commitments

Subsidiaries in the property segment of the Group have committed to various property developments, including showrooms, retail outlets, a workshop and a rental business, with a total expected capital expenditure of approximately N\$55,4 million (2025: N\$187 million), to be funded through facilities negotiated within the Group. These commitments are not recognised in the financial statements.

47. Going concern

The directors have assessed the Group's and Company's ability to continue as going concerns. As at 30 June 2026, the Group's and Company's net asset value amounted to N\$397,2 million and N\$122,7 million (2025: N\$340,8 million and N\$108,1 million) respectively. The Group and Company achieved a profit for the year of N\$70,0 million and N\$27,6 million (2025: N\$58,9 million and N\$9,7 million) respectively and the Group's cash and cash equivalents increased by N\$320,7 million (2025: N\$250,2 million). The Group however has a working capital deficit of N\$415,9 million (2025: N\$475,8 million).

The following were also considered as part of the Group's going concern assessment for a period of at least twelve months from the reporting date:

- The Group's working capital deficit primarily reflects the operational characteristics of the insurance segment, which operates within a regulated environment. The insurance contract liabilities relate to short-term policies and are not expected to be settled simultaneously.
- The Group regularly performs scenario analyses and stress testing across various risk exposures, including potential insurance claims. Based on these assessments, the directors are satisfied that reserves are sufficient to meet foreseeable obligations, with no material claim developments anticipated.
- The directors have reviewed the Group's cash flow forecasts and liquidity plans, covering at least twelve months from the reporting date, and are satisfied that the Group maintains adequate liquidity buffers.
- The Group retains access to readily available liquid assets and unencumbered properties.
- The Group has limited external debt, a strong capital base and a diversified investment portfolio.
- The directors are 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, other than the statutory and regulatory requirements, including FIMA and the Regulation 8 investment concentration matter relating to secured advances as disclosed in note 13 of the directors' report.
- The directors are not aware of any new material changes that may adversely impact the Group and Company.

Having considered the Group's and Company's financial position, liquidity, operational resilience, and regulatory compliance, the directors have concluded that there are no material uncertainties that cast significant doubt on the ability of the Group or Company to continue as a going concern and that it is appropriate to adopt the going concern basis in preparing the financial statements.

48. 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 Remuneration Policy of the Nictus Holdings Group aims to attract and retain employees who will support and contribute to achieving the Group's results and performance. The policy, philosophy and strategy are encapsulated in the following:

Remuneration should:

- contribute towards attracting and retaining motivated and loyal employees;
- 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 employees.

Remuneration structure

The Group remuneration strategy makes provision for:

- a total cost-to-company approach consisting of a cash component and benefits;
- alignment with challenging long- and short-term financial and non-financial performance measures and sustainable profits;
- short-term incentives based on achieving current-year performance levels; and
- long-term incentives based on achieving five-year performance levels.

Composition of the total remuneration package

The following factors are considered when structuring the total remuneration package:

- Packages are reviewed annually, both internally and externally, to ensure their integrity.
- Recognised market research is applied when structuring and evaluating packages.
- Organisational profiles are determined and used in the evaluation process.
- Performance evaluations and development requirements are considered during the process.
- The scarcity of appropriately qualified employees influences package structure.
- The total remuneration package comprises a cash component and benefits.

Remuneration incentive

Short-term incentives

Short-term incentive schemes are designed to reward employees for achieving predetermined annual targets and delivering exceptional performance. Employees must adhere to the Group's ethical code to be eligible for incentives. Extraneous factors do not influence the evaluation process.

Long-term incentives

Long-term incentive schemes aim to retain employees and align their performance with the goals of the individual Subsidiary and the Group over a five-year period. Eligibility for participation is typically extended to Senior Management and Executive Directors. The structure and quantum of incentives are determined by Subsidiary Boards of Directors and approved by the Nictus Holdings Limited Board.

Governance

The Nictus Holdings Limited Board of Directors, supported by the Remuneration and Nomination Committee, oversees the development and review of Remuneration Policy to ensure alignment with best practice 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 its authority, with careful consideration given to market conditions, regulatory requirements and the Group's strategic objectives.

Notice of the Annual General Meeting

Nictus Holdings Limited
("Nictus Holdings" or "the Company") • (Incorporated in the Republic of Namibia)
Registration Number NAM 1962/1735
NSX Share Code: NHL
ISIN Number: NA000A1J2SS6
(Nictus Holdings, the Company or, together with its subsidiaries, the Group)

Notice is hereby given that the Annual General Meeting of the shareholders of Nictus Holdings (shareholders), in respect of the financial year ended 30 June 2026 (Annual General Meeting), will be held at 12:00 (Namibian time) on Thursday, 26 November 2026, 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.

The Annual General Meeting will be held by way of electronic participation only, and not by way of a physical meeting. The Annual General Meeting will accordingly only be accessible via electronic communication.

The Company has retained the services of The Meeting Specialist Proprietary Limited (TMS) to remotely host the Annual General Meeting on an interactive electronic platform, thereby facilitating remote participation and voting by shareholders. TMS will also act as an independent scrutineer for purposes of the meeting.

Shareholders are referred to section 9 of this notice of the Annual General Meeting for further details regarding, inter alia, electronic participation and voting at, and relevant procedural requirements for, the Annual General Meeting.

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 2026, will be presented to shareholders as required in terms of sections 294 and 296 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 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 percent) of the voting rights exercised on the resolution by shareholders present electronically, or represented by proxy, at the Annual General Meeting is required.

3.2. Ordinary resolution 2: re-election of CA Snyman as a Director

"Resolved that CA Snyman 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 percent) of the voting rights exercised on the resolution by shareholders present electronically, or represented by proxy, at the Annual General Meeting is required.

Retirement of Director by rotation

SW Walters retires by rotation at the Annual General Meeting and does not make himself available for re-election. Accordingly, no resolution for the re-election of SW Walters as a Director of the Company will be proposed at the Annual General Meeting.

The Board records its appreciation to SW Walters for his service and contribution to the Company.

The Board is addressing the consequential Board and committee composition requirements arising from his retirement and intends to make

the necessary appointment(s) to ensure that the Board and its committees remain appropriately constituted in accordance with the applicable statutory, regulatory and governance requirements.

3.3. Ordinary resolution 3: 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 116 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 percent) of the voting rights exercised on the resolution by shareholders present electronically, or represented by proxy, at the Annual General Meeting is required.

3.4. Ordinary resolution 4: 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."

Annual Fees (N\$)

Board Committee	Membership	Chairperson (Additional Fee)	Lead Independent (Additional Fee)
Board	297,169	389,021	59,434
Audit and Risk Committee	108,061	32,419	N/A
Remuneration and Nomination Committee	81,046	24,314	N/A
Social, Ethics and Sustainability Committee	54,031	16,209	N/A

In order for this ordinary resolution to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present electronically, or represented by proxy, at the Annual General Meeting is required.

3.5. Ordinary resolution 5: re-appointment of BDO as auditors

"Resolved that, on recommendation of the Audit and Risk Committee of the Company, BDO

Namibia be and is hereby re-appointed as auditor 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 percent) of the voting rights exercised on the resolution by shareholders present electronically, or represented by proxy, at the Annual General Meeting is required.

3.6. Ordinary resolution 6: 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 up to 15% (fifteen percent) of the Company's issued ordinary shares (calculated in accordance with the NSX Listings Requirements) 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 percent) of the issued shares (so calculated) 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

3.6.1. 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;

3.6.2. the issue of the shares must be made to persons qualifying as public shareholders as defined in the Listings Requirements of the NSX;

3.6.3. the shares which are the subject of the issue

3.6.3.1. 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;

3.6.3.2. shall not exceed 15% (fifteen percent) 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

3.6.3.3. 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, must be published after any issue representing, on a cumulative basis within one

Notice of the Annual General Meeting

financial year, 5% (five percent) of the number of shares in issue prior to the issue concerned;

3.6.4. 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 percent) 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

3.6.5. 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 percent) of the voting rights exercised on the resolution by all equity securities holders (as defined in the NSX Listings Requirements) present electronically, or represented by proxy, at the Annual General Meeting is required.

Election of an Audit Committee

3.7. Ordinary resolution 7: re-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 re-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 percent) of the voting rights exercised on the resolution by all equity shareholders (as defined in the NSX Listings Requirements) present electronically, or represented by proxy, at the Annual General Meeting is required.

3.8. Ordinary resolution 8: 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 percent) of the voting rights exercised on the resolution by all equity shareholders (as defined in the NSX Listings Requirements) present electronically, or represented by proxy, at the Annual General Meeting is required.

3.9. Ordinary resolution 9: 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 percent) of the voting rights exercised on the resolution by shareholders present electronically, or represented by proxy, at the Annual General Meeting is required.

3.10. 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 percent) majority of the votes cast by shareholders present electronically, or represented by proxy, at the Annual General Meeting for a special resolution to become effective.

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 39;
- 4.2. Major Shareholders: page 40;
- 4.3. Directors' Interests in Ordinary Shares: page 41; and
- 4.4. Share Capital of the Company: page 84.

5. Litigation Statement

The Directors in office whose names appear on page 8 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 41 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 page 8 of the Integrated Annual Report of which this notice forms part, 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. Participation, Voting 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. Shareholders who wish to participate electronically in and/or vote at the Annual General Meeting are required to complete the electronic participation form available on pages 123 and 124 and email it to TMS at proxy@tmsmeetings.co.za or contact TMS at 084 433 4836 or 081 711 4255 or 061 440 0654 as soon as possible, but no later than 12:00 (Namibian time) on Tuesday, 24 November 2026. TMS will assist shareholders with the requirements for electronic participation and/or voting at the Annual General Meeting.

9.3. Shareholders are responsible for their own network charges associated with electronic participation and/or voting. Such charges will not be borne by the Company, the NSX, TMS and/or Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary. The Company, the NSX, TMS and/or Veritas Eksekuteurskamer (Pty) Ltd shall not be held liable for loss of connectivity or network failure, including, inter alia, due to insufficient airtime, internet bandwidth or power outages, that may prevent any shareholder from participating or voting electronically at the Annual General Meeting.

9.4. Shareholders are advised and strongly encouraged to participate electronically in the Annual General Meeting and, for administrative efficiency, to make use of proxy voting as outlined in this notice.

9.5. Any person, including a proxy, representative or authorised attendee, attending, participating in or voting at the Annual General Meeting must present reasonably satisfactory identification. TMS is required to validate, in consultation with the Company and Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary, each shareholder's entitlement to participate and/or vote before access

Notice of the Annual General Meeting

to the meeting and the voting platform is granted. Accepted forms of identification include a valid identity document, driver's licence or passport.

9.6. Where shares are held through a nominee, broker, custodian or other intermediary, the beneficial holder should timeously contact the relevant nominee, broker, custodian or intermediary to provide voting instructions or, if the beneficial holder wishes to participate electronically in the Annual General Meeting, to obtain the necessary written authority or letter of representation.

9.7. Any written authority, letter of representation or other supporting document required in respect of shares held through a nominee, broker, custodian or other intermediary must be submitted to TMS at proxy@tmsmeetings.co.za by no later than 12:00 (Namibian time) on Tuesday, 24 November 2026, to enable TMS and Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary, to verify the relevant entitlement to participate and/or vote.

9.8. Completed forms of proxy, available on page 125, must be dated and signed, and emailed to

TMS at proxy@tmsmeetings.co.za to be received no later than 12:00 (Namibian time) on Tuesday, 24 November 2026. Any proxy form submitted thereafter must be delivered electronically to the Chairperson of the Annual General Meeting or to TMS prior to the appointed proxy exercising any rights on behalf of the shareholder. Additional proxy forms may be obtained from the Company's registered office, Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary, or TMS.

9.9. Attention is drawn to the Notes to the form of proxy.

9.10. The completion of a form of proxy does not preclude any shareholder from attending, participating in and voting electronically at the Annual General Meeting, provided that the applicable participation and verification requirements have been complied with.

By order of the Board,
Nictus Holdings Limited

Veritas Eksekuteurskamer (Pty) Ltd
Company Secretary
Windhoek

Brief Curricula Vitae of the Directors for Re-election

GR de V Tromp (45)

Chartered Accountant (SA) and a Chartered Accountant (NAM)

Non-executive Director

Chairperson: Board

Member: Audit and Risk Committee and Remuneration and Nomination Committee

GR de V Tromp holds a BCom Marketing degree and is a qualified Chartered Accountant in South Africa and Namibia. He completed his articles in 2008 and joined the Group in 2009 as Company Secretary, a position he held until 2012. In 2012, he was appointed Managing Director of the Furniture Segment in South Africa. He was appointed Deputy Managing Director of the Nictus Holdings Group in 2014 and Managing Director of the Group on 18 April 2016. He was appointed Chairperson of the Board on 24 November 2020.

CA Snyman (41)

Chartered Accountant (SA) and a Chartered Accountant (NAM)

Nictus Holdings Group Financial Director

CA Snyman is a qualified Chartered Accountant in South Africa and Namibia and holds an Honours BCom degree from North-West University. Her professional experience includes audit roles at PwC, where she served as a Senior Manager, as well as various finance leadership roles within the Nictus Holdings Group, including Internal Auditor, Financial Manager and Chief Financial Officer. She has more than thirteen years' experience in finance, including nine years with the Nictus Holdings Group, and brings extensive financial, audit and governance experience to the Board.

Annual General Meeting Electronic Participation

Electronic Participation in the Nictus Holdings Limited virtual Annual General Meeting to be held at 12:00 (Namibian time) on Thursday, 26 November 2026.

Participation procedure

Shareholders or their duly appointed proxies, representatives or authorised attendees who wish to participate in the Annual General Meeting via electronic communication (participants) must submit a completed electronic participation application form (set out below) to the Company's meeting scrutineer and virtual meeting service provider, The Meeting Specialist Proprietary Limited (TMS), by no later than 12:00 (Namibian time) on Tuesday, 24 November 2026.

Applications must be submitted by email to: proxy@tmsmeetings.co.za.

TMS will validate, in consultation with Nictus Holdings Limited and Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary, each participant's entitlement to participate and/or vote before access to the meeting and the voting platform is granted.

Important for shares held through a nominee, broker, custodian or other intermediary

Where shares are held through a nominee, broker, custodian or other intermediary, the beneficial holder should timeously contact the relevant nominee, broker, custodian or intermediary to:

- provide voting instructions, if the beneficial holder wishes to vote through that intermediary; or
- obtain the necessary written authority or letter of representation, if the beneficial holder wishes to participate electronically in the Annual General Meeting.

Any written authority, letter of representation or other supporting document required in respect of shares held through a nominee, broker, custodian or other intermediary must be submitted to TMS with this application form.

Voting during the virtual meeting

Participants will be able to vote electronically during the meeting via the virtual voting platform. To ensure that their vote(s) are counted, participants must provide TMS with the requested information on the application form below and comply with the verification requirements set out in this document.

Each shareholder who has complied with the requirements will be contacted by TMS between Tuesday, 24 November 2026 and Thursday, 26 November 2026, via email or mobile, with a unique access link to participate in the virtual Annual General Meeting.

Please note that the cost of data usage or phone connectivity will be at the participant's own expense and billed separately by the participant's service provider.

Annual General Meeting Electronic Participation

Application Form

Shareholder (Full Names & Surnames or Registered Name):

Shareholder Representative, Proxy or authorised Attendee (Full Names & Surnames or Registered Name):

Capacity of Participant (Select one):

- ☐ Shareholder
☐ Proxy
☐ Representative
☐ Authorised Attendee

Form of Identification (Select one):

- ☐ ID
☐ Passport
☐ Registration Number of Shareholder or Representative Registration Number

Number: _____

E-mail: _____

Cell: _____ Tel: _____

Shareholder Account of Reference Number (If Available): _____

Name Nominee, Broker, Custodian or other Intermediary (If Applicable): _____

Number of Shares: _____

Signature: _____ Date: _____

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the Annual General Meeting.

Terms and Conditions for Participation

Terms and conditions for participation in the Nictus Holdings Limited Annual General Meeting to be held at 12:00 (Namibian time) on Thursday, 26 November 2026 via electronic communication.

1. The cost of dialling in or connecting via any telecommunication line, webcast, web-streaming facility or virtual meeting platform in order to participate in the Annual General Meeting will be for the account of the participant and will be billed separately by the participant's service provider.
2. The participant acknowledges that the telecommunication lines, webcast, web-streaming facilities and virtual meeting platform are provided by third-party service providers and indemnifies Nictus Holdings Limited, the NSX, TMS, Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary, and/or such third-party service providers against any loss, injury, damage, penalty or claim of any nature arising in any way from the use of such facilities, whether caused by the act or omission of the participant or any other person.
3. Without limiting the generality of the above, the participant acknowledges that they shall have no claim against Nictus Holdings Limited, the NSX, TMS, Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary, and/or any of their service providers, whether for consequential damages or otherwise, in respect of any defect, failure, interruption or loss of connectivity in the telecommunication lines, webcast, web-streaming facilities, virtual meeting platform or any connection linking such facilities to the Annual General Meeting.
4. Participants will be able to vote during the Annual General Meeting through the electronic voting platform. Any participant who wishes their votes to be counted must comply with the procedural and verification requirements outlined in the notice of Annual General Meeting and this electronic participation form.
5. Once the participant has received their unique access link, the responsibility to safeguard the link and any related access credentials lies solely with the participant.
6. This application for electronic participation will only be considered valid and successful if all required fields in the application form have been completed in full and the form has been signed by the participant, and the completed and signed form, together with the required identification and supporting authority documents, has been submitted to TMS at proxy@trnsmeetings.co.za within the required time frame and in accordance with the procedure set out above.

Shareholder (Full Names & Surnames or Registered Name): _____

Signature: _____ Date: _____

Important: You are required to attach a copy of your identity document, driver's licence or passport when submitting the application. If you participate as a proxy, representative or authorised attendee, please also attach the relevant proxy form, written authority, letter of representation or other supporting document.

Form of Proxy



Nictus Holdings Limited
("Nictus Holdings" or "the Company") • (Incorporated in the Republic of Namibia)
Registration Number NAM 1962/1735
NSX Share Code: NHL
ISIN Number: NA000A1J2SS6
(Nictus Holdings, the Company or, together with its subsidiaries, the Group)

To be completed by registered shareholders of Nictus Holdings Limited

For completion by registered shareholders of Nictus Holdings Limited who are unable to participate electronically in the Annual General Meeting of the Company to be held by way of electronic participation only at 12:00 (Namibian time) on Thursday, 26 November 2026, or at any cancellation, postponement or adjournment thereof. Where shares are held through a nominee, broker, custodian or other intermediary, the beneficial holder should timeously contact the relevant nominee, broker, custodian or intermediary to provide voting instructions or to obtain the necessary written authority or letter of representation if the beneficial holder wishes to participate electronically.

I or We (Full Names & Surnames) _____
of Residential Address _____
being the holder or holders of _____ shares in the Company do hereby appoint
(Full Names & Surnames) _____

1. or failing him or her (Full Names & Surnames) _____
2. or failing him or her the Chairperson of the Annual General Meeting, as my or our proxy to attend, speak and, on a poll, vote on my or our behalf at the above mentioned 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
Ordinary Resolution 1: Re-election of GR de V Tromp as a Director.				
Ordinary Resolution 2: Re-election of CA Snyman as a Director.				
Ordinary Resolution 3: Non-binding advisory vote for approval of the Company's remuneration policy.				
Ordinary Resolution 4: Approval of Non-Executive Directors' remuneration.				
Ordinary Resolution 5: Re-appointment of BDO as Auditors.				
Ordinary Resolution 6: Authority to issue ordinary shares.				
Ordinary Resolution 7: Re-election of ME Ackermann as a Member and Chairperson of the Audit and Risk Committee.				
Ordinary Resolution 8: Re-election of GR de V Tromp as a Member of the Audit and Risk Committee.				
Ordinary Resolution 9: Signing authority.				
Special Resolution 1: General authority to repurchase shares.				

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 _____ Date _____ Signature _____
assisted by me, where applicable (Name) _____ Signature _____

Notes to the Proxy Form

- Each shareholder is entitled to appoint one or more proxies, who need not be a shareholder of the Company, to participate electronically, speak and, on a poll, vote in place of that shareholder at the Annual General Meeting.
- A shareholder may insert the name of a proxy or the names of two alternative proxies of their 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 participates electronically in the Annual General Meeting shall be entitled to act as proxy to the exclusion of the persons whose names follow.
- A shareholder's instructions to the proxy must 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 they deem fit, in respect of all the shareholder's votes exercisable thereat.
- A shareholder or their 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 their proxy is entitled.
- Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy, unless previously recorded by Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary, or waived by the Chairperson of the Annual General Meeting.
- Where shares are held through a nominee, broker, custodian or other intermediary, the beneficial holder should timeously contact the relevant nominee, broker, custodian or intermediary to provide voting instructions or, if the beneficial holder wishes to participate electronically in the Annual General Meeting, to obtain the necessary written authority or letter of representation.
- Any written authority, letter of representation or other supporting document required in respect of shares held through a nominee, broker, custodian or other intermediary must be submitted together with this Form of Proxy, where applicable, to enable TMS and Veritas Eksekuteurskamer (Pty) Ltd, as transfer secretary, to verify the relevant entitlement to participate and/or vote.
- The Chairperson of the Annual General Meeting may reject or accept any Form of Proxy that is completed or received other than in accordance with these instructions and notes.
- Any alterations or corrections to this Form of Proxy must be initialled by the signatory or signatories.
- The completion and lodging of this Form of Proxy shall not preclude the relevant shareholder from participating electronically in the Annual General Meeting and speaking and voting electronically thereat, to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so, provided that the applicable participation and verification requirements have been complied with.
- Completed Forms of Proxy must be dated, signed and emailed to The Meeting Specialist Proprietary Limited (TMS) at proxy@tmsmeetings.co.za to be received no later than 12:00 (Namibian time) on Tuesday, 24 November 2026. Any Form of Proxy submitted thereafter must be submitted electronically to the Chairperson of the Annual General Meeting or to TMS before the appointed proxy exercises any rights on the shareholder's behalf.

Company Information

Company Registration Number
1962/1735

NSX Share Code: NHL
ISIN Number: NAO00AIJ2SS6

Executive Directors
PJ de W Tromp (Group Managing Director)
CA Snyman (Group Financial Director)

Non-Executive Directors
GR de V Tromp (Non-Executive Chairman)
SW Walters (Lead 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
BDO Namibia
61 Simeon Shixungileni Street, Windhoek
P.O. Box 2184, Windhoek, Namibia

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
1st Floor, Nictus Building,
140 Mandume Ndemufayo Avenue, Windhoek
Private Bag 13231, Windhoek, Namibia

Please visit our website
www.nictusholdings.com

NH **NICTUS HOLDINGS**