



NICTUS LIMITED
**INTEGRATED
ANNUAL
REPORT**

for the year ended 31 March 2022

ABOUT THIS REPORT

The 2022 integrated annual report builds on the disclosures contained in last year's integrated annual report and has been prepared in line with best practice based on the principles of the King IV Report on Corporate Governance for South Africa, 2016™ (King IV™), the provisions of the Companies Act of South Africa, 71 of 2008 (Companies Act of South Africa) and the JSE Limited (JSE) Listings Requirements. Audited financial statements are published as part of the integrated annual report. The audited financial statements are also available to shareholders on the group website at www.nictuslimited.co.za and on request from the company secretary at groupsec@nictus.com.na.

Approval of the integrated annual report

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

Scope and boundary of the report

This report covers the activities and performance of the Nictus Group (the group) which includes Nictus Limited (Nictus or the company), the holding company of the group, and all its subsidiaries, for the year ended 31 March 2022. The companies operate in South Africa.

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

Forward-looking statements

The integrated annual report includes forward-looking statements relating to the financial position and results of the group's operations. These statements, by their nature, involve uncertainty as they relate to events, and depend on circumstances, that may or may not occur in the future.

Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, global and national economic conditions, the cyclical nature of the retail sector, changes in interest rates, credit and the associated risk of lending, collections, inventory levels, gross and operating margins, capital management, the execution of the business model and competitive and regulatory factors. The group undertakes no obligation to publicly update or revise any of these forward-looking statements, whether to reflect new information or future events or otherwise. The forward-looking statements have not been reviewed or reported on by the group's auditor.

Independent assurance

Assurance of the financial statements has been provided by the external auditor, PricewaterhouseCoopers Inc.

Feedback

The group aims to establish and maintain constructive and informed relationships with all of its stakeholders.

Stakeholders are encouraged to provide feedback on the integrated annual report at groupsec@nictus.com.na which will enable the group to gauge the adequacy and standard of its integrated reporting.

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GROUP REVENUE

▼ decreased by
22,93% to
R44,6 million
(2021: R57,9 million)

DIVIDENDS DECLARED

▼ decreased by
40,00% to
3,00 cents per share
(2021: 5,00 cents per share)

INVESTMENT INCOME FROM OPERATIONS

▼ decreased by
19,37% to
R32,0 million
(2021: R39,7 million)

PROFIT FOR THE YEAR

▼ decreased by
47,60% to
R5,0 million
(2021: R9,6 million)

GROUP TOTAL ASSETS

▲ increased by
5,79% to
R710,0 million
(2021: R671,2 million)

ABOUT NICTUS

Nictus is a retailer of household furniture, electrical appliances and home electronics sold through the Nictus Meubels Proprietary Limited brand as well as a non-life insurer through the Corporate Guarantee (South Africa) (RF) Limited brand. Nictus' ideal future is to become a sought-after wealth creator for all stakeholders involved and has set its strategies and action plans accordingly.



Vision

Nictus is an independent, diversified investment group that creates above-average value for shareholders and other stakeholders, through sustainable growth.



Philosophy

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



Core values

- Individual and collective ownership
- Teamwork
- Respect
- Adaptability
- Integrity
- Transparency
- Fanatical discipline



MISSION

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 Southern Africa
- Growing a satisfied customer base
- Optimising all resources
- Being innovative and technology-driven
- Being the preferred employer

Code of conduct

I will:

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.

Protect the group's assets, information and reputation.

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

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

Not give or receive gifts or benefits in 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.



"We are what we repeatedly do. Excellence then, is not an act but a habit."

Aristotle (384 BC – 322 BC)

Milestones

1945

Nictus was founded

1955

The selling of new furniture under the Nictus brand name first commenced in Namibia

1969

Primary listed on the JSE in 1969, under general retailers, JSE code: NCS

1983

The first South African furniture outlet was established in Randburg

2002

Corporate Guarantee (South Africa) (RF) Limited was founded. The company has built up a client base throughout South Africa

2012

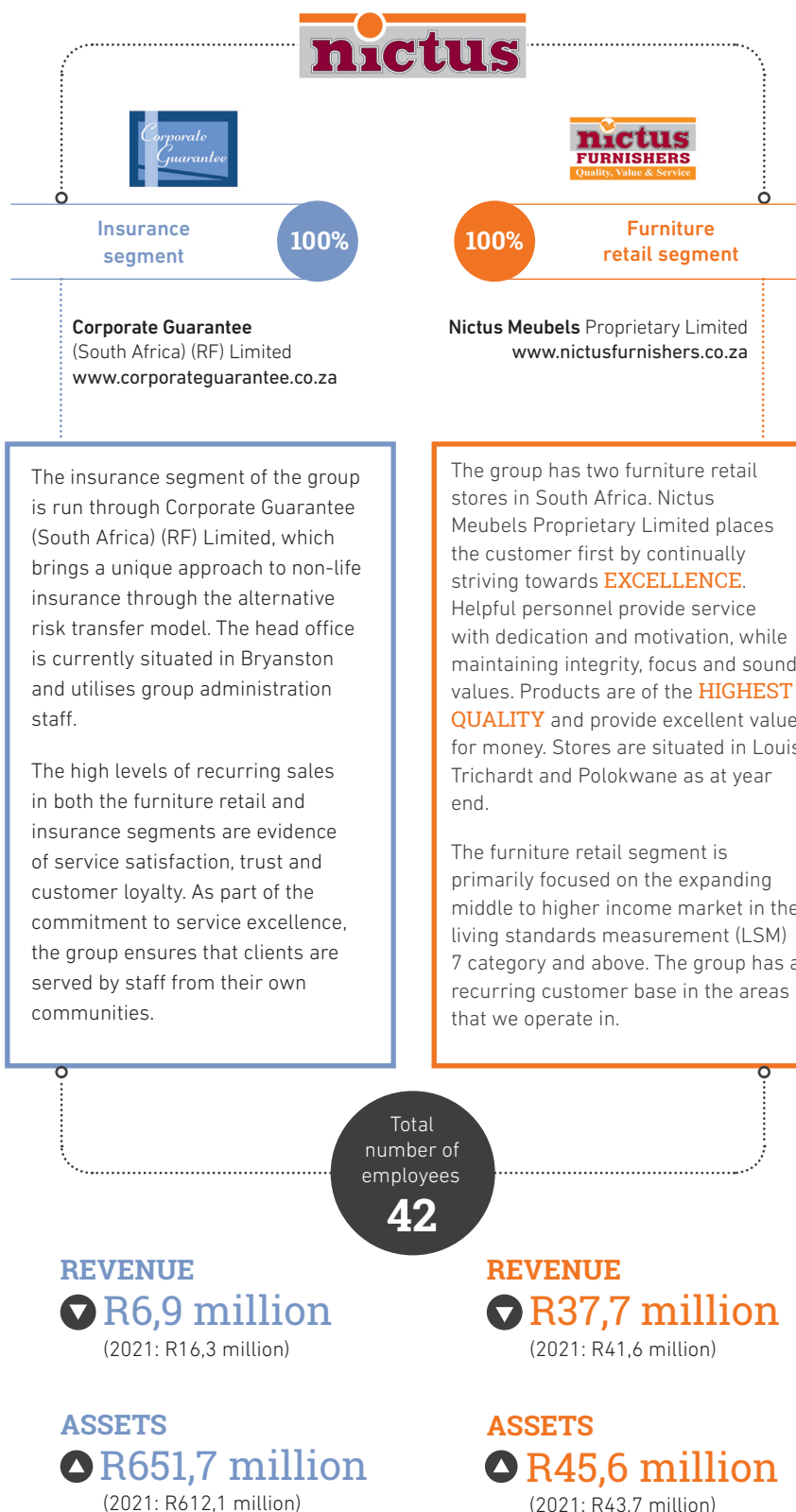
Since the 2012 unbundling of the Namibian operation, the South African group is making steady progress towards sustainable profit and growth with effective management being established in South Africa

2019

Primary listing on the JSE for 50 years

2020

Nictus is 75 years old



Please refer to the website for more information at www.nictuslimited.co.za.

FOUR-YEAR REVIEW OF THE GROUP

Figures in R'000	2022	2021	2020	2019
Statements of financial position				
Assets				
Non-current assets	58 463	57 244	57 870	55 605
Current assets	651 532	613 912	691 610	607 260
Total assets	709 995	671 156	749 480	662 865
Equity and liabilities				
Total shareholders' equity	105 965	103 595	95 555	95 441
Non-current liabilities	12 209	11 115	3 186	6 291
Current liabilities	591 821	556 446	650 739	561 133
Total equity and liabilities	709 995	671 156	749 480	662 865
Statements of profit or loss and other comprehensive income				
Revenue	44 634	57 915	53 310	50 752
Profit before finance expenses and taxation	6 330	11 676	3 483	6 543
Finance expenses	(869)	(212)	(260)	–
Profit before taxation	5 461	11 464	3 223	6 543
Taxation (expense)/credit	(419)	(1 842)	417	(985)
Profit after taxation	5 042	9 622	3 640	5 558
Attributable to:				
Owners	5 042	9 622	3 640	5 558
Profit after taxation	5 042	9 622	3 640	5 558
Other comprehensive income for the period, net of tax	–	–	(1 545)	–
Total comprehensive income for the year	5 042	9 622	2 095	5 558
Attributable to:				
Owners	5 042	9 622	2 095	5 558
Ordinary dividends paid	2 672	1 603	2 004	1 988
Number of ordinary shares issued (number of shares)	53 443 500	53 443 500	53 443 500	53 443 500
Weighted average number of shares	53 443 500	53 443 500	53 443 500	61 736 760

	2022	2021	2020	2019
Key ratios				
Performance per ordinary share				
Basic earnings (cents)	9,43	18,00	6,81	9,00
Headline earnings (cents)	9,22	18,02	6,86	8,92
Dividends paid (cents)	5,00	3,00	3,75	3,00
Net worth (cents)	198,27	193,84	178,80	178,58
Profitability and asset management				
Net operating income* to turnover (%)	14,18	20,16	6,53	12,89
Return on assets managed (%)	5,44	10,94	3,47	6,33
Net asset turn (times)	0,38	0,54	0,53	0,49
Return on shareholders' equity (%)	4,76	9,29	3,81	5,82
Liquidity				
Dividend cover (times)	1,89	6,00	1,82	2,80
Liability ratio	5,44	5,24	6,76	5,70
Current ratio	1,10	1,10	1,06	1,08
JSE performance				
Market price (cents) High	100	100	100	70
Market price (cents) Low	60	36	41	35
Market price at year end (cents)	83	70	90	69
Price earnings ratio	8,80	3,89	13,21	7,66
Earnings yield (%)	11,37	25,71	7,57	13,05
Volume of shares traded to weighted number of issued shares (%)	1,66	1,96	1,11	1,14
Market capitalisation (R'000)	44 358	37 410	48 099	36 876

* Amounts stated before taking finance expenses into account.

Refer to pages 125 and 126 for definitions, ratios and terms.

HIGH-LEVEL RISKS OF THE GROUP

Economic and political outlook risk



Uncertain economic and political conditions may impact consumer confidence

Impact

Weak economic conditions resulting in decreased profitability or losses suffered by customers and clients, which could negatively affect our ability to achieve our profit targets.

Mitigation

Changes in the current economic and political environments are consistently monitored at group level. In instances where changes in the economic environment are identified that could negatively impact the group, these are discussed, assessed and, if required, countermeasures are implemented immediately to mitigate potential losses.

Brand and reputation risk



Reputational risk

Impact

Should customers and stakeholders no longer trust the brands within the group, sales could deteriorate and shareholder value would be impaired.

Mitigation

Managing executives and the board ensure good corporate governance, sound business practices and compliance with laws and regulations. Client and stakeholder relationships further play a vital role in mitigating the risk.

Market risk



Exposure of investments to market risk

Impact

Fluctuations and movements of investment balances could negatively impact profitability.

Mitigation

Senior management, together with the group's executive committee, evaluate and manage market risk as well as the mitigating factors with regard to these risks. Sound relationships exist with investment institutions and regular updates on market risk are received and evaluated. The size of the investment portfolio exposed to market risk is actively discussed and adjusted according to the risk appetite of the company as well as current and anticipated market conditions. Exposure limits are carefully considered to minimise the effect of sudden fluctuations in the market when investments are made. Furthermore, investments are made with the intention to obtain maximum return with minimal to no loss in the initial capital invested.



Group



Insurance segment



Furniture retail segment

Concentration risk



The risk of losses arising from concentrated exposure to a particular group of customers (e.g. geographical location)

Impact

The occurrence of an isolated or specific event could result in a disproportionate, negative impact on profitability.

Mitigation

Customer relationships are managed on an ongoing basis to enable the company to proactively manage identified risk areas and to avert losses.

Appropriate thresholds, actuarial modelling and risk appetite are defined and monitored at board level to address concentration risk.

Our marketing strategy is aimed at increasing exposure in other geographical areas.

Operational risk



Weakness in or failure of our internal control systems

Impact

Any weakness in or failure of internal control systems will negatively affect our ability to effectively manage our business, control inventory and contain costs.

This would result in losses for the group.

Mitigation

A strong focus is placed on the maintenance of internal control systems throughout the group. A strict credit granting policy is in place for all customers before credit sales are approved. Highly skilled employees with a high level of integrity are employed in key positions. Internal audit further provides feedback on internal controls of the group.

Inadequate control of group assets

Impact

Inadequate control of group assets could result in financial losses to the business.

Mitigation

The group's executive committee oversees investments within the group structure. The focus of this committee is to optimise returns within the parameters of the various laws and regulations applicable to the group and its subsidiaries.

Supplier relationships

Impact

Deterioration of supplier relationships could result in a decrease in profits due to non-availability of inventory and assistance to enhance customer service.

Mitigation

Open communication channels exist with all suppliers to ensure that good relationships are maintained at all times. Agreed trade terms are in place and these terms are respected at all times.

HIGH-LEVEL RISKS OF THE GROUP continued



Group



Insurance segment



Furniture retail segment

Operational risk continued



Client relationships	
Impact Deterioration of client relationships could result in failure to meet sales and premium targets.	Mitigation Clients are treated with respect at all times. Furniture customers can contact the various branch managers to discuss problems that may arise. Credit agreements with clients further ensure compliance with our terms and conditions of sales. Such terms and conditions are explained to the client in detail prior to the conclusion of the sale. Relationships with insurance clients, once established, are managed on an ongoing basis.
Compliance with various laws and regulations	
Impact Non-compliance with various laws and regulations could result in penalties being incurred as well as reputational damage.	Mitigation Qualified people are employed within the group to monitor changes in laws and regulations as well as compliance therewith. Changes in possible impacts of ever-changing laws and regulations are discussed at group and subsidiary level. Compliance to the various laws and regulations is non-negotiable.
Information technology (IT) failure and data security	
Impact Business interruption, data losses and breaches of client confidentiality could result in reputational damage, financial losses and non-compliance with laws and regulations.	Mitigation Senior management has always adopted a proactive approach to managing the IT environment by outsourcing key functions to reputable third parties and maintaining sound business relationships with key software licensors.

Credit risk



Credit risk on counterparties	
Impact Default from a counterparty being an investment house or bank could result in financial losses to the group.	Mitigation Senior management, together with the executive committee, evaluate the credit risk on all counterparties and monitor exposure to institutions and industries.
Bad debts	
Impact Losses incurred through non-performance of debtors due to economic conditions.	Mitigation Strict controls are in place for the credit granting process and the follow-up and collection of debt is a continuous process with additional focus by branch personnel and management. Authorisation levels are in place as well as repossession procedures.





● Leadership

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BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND COMPANY SECRETARY

Professor Johan Willemse (67)

Independent non-executive chairperson

Professor Barend J Willemse (Johan) obtained his MCom (Economics) from the University of the Free State (UFS) and his PhD (Agricultural Economics) from the University of Pretoria, for which he received the Protein Research Trust award for the best PhD. A Cochrane bursary to study at the Illinois University (USA) was awarded to him in 2003.

He has received various awards for his work, which included two awards as the agricultural writer of the year, the Absa/Sake economist of the year, the Animal Feed Manufacturers Association person of the year, the agriculturalist of the year by the central region of the Agricultural Writers Association and was nominated as Bloemfontein of the year in 2009.

His experience includes: member of the National Agricultural Marketing Council, trustee of the Oilseeds and Protein Research Trust, chief economist of Agri SA and member of the SA Maize Board's management team as well as entrepreneur, together with his wife Marlene and two daughters, in various businesses, including agri-business consulting, feed manufacturing and tourism. He was a full professor at the Department of Agricultural Economics and chairperson for five years at the UFS. He served on the Absa Group and Absa Bank boards for more than five years as an independent non-executive director and for three years as a board member of Absa Financial Services Limited (serving on various committees).

Committees:

Remuneration and nomination, audit and risk, executive committee (*chairperson*)

Gerard Tromp (41)

Executive group managing director and executive management

Gerard R de V Tromp has a BCom Marketing degree, is a chartered accountant (South Africa and Namibia) and completed his accounting articles in 2008. After the completion of his articles, he joined the group in 2009 as the group company secretary, which role he fulfilled until 2012. During 2012, he was appointed as the managing director of the furniture retail segment. During 2014, he was appointed as deputy managing director of the group. On 18 April 2016, he was appointed as managing director of the group.

Committees:

Social and ethics, executive committee

Eckhart Prozesky (36)

Executive group financial director and executive management

Eckhart H Prozesky is a chartered accountant (South Africa) and completed his accounting articles in 2011. After the completion of his articles, he joined the group in 2012 as the financial manager of the furniture retail segment. On 1 March 2015, he was appointed as the financial director of the group.

Committee:

Executive committee

Philippus Tromp (46)

Non-executive director

Philippus J de W Tromp has a BEcon, EDP and SMP and was appointed as a non-executive director of Nictus Limited in 2012. He is currently the group managing director of Nictus Holdings Limited and has served the group for the past 17 years.

Committee:

Social and ethics (*chairperson*)

Ronnie de Vrye (68)*Independent non-executive director*

Cornelius J de Vrye (Ronnie) is a qualified chartered accountant (South Africa) and has 31 years' experience in corporate banking and financial services, 16 of which were at executive level and 15 at non-executive board level. He has also served as an independent non-executive director in the insurance and investment industry from 2009 to date.

Committees:

Remuneration and nomination, audit and risk (*chairperson*)

Sarita Martin (50)*Independent non-executive director*

Sarita has been an independent non-executive director of various entities since 2013. She is currently the chairperson of UsPlus Limited and the Equities Express Securities Exchange, and is a member of the boards of Nictus Limited and Reunert Limited, both listed on the JSE. She serves as a director of JSE-listed entities, unlisted entities and NPCs. She was previously a member of the Financial Services Board's litigation committee as well as the Institute of Directors' certification committee and has been declared a fit and proper person by the Financial Services Conduct Authority. She has chaired and been a member of remuneration committees as well as audit, risk and social and ethics committees.

Sarita is an admitted attorney who holds various qualifications including a BProc LLB and MBA (GIBS) and is an accredited mediator for South Africa and the Centre for Dispute Resolution in the UK. She holds international designations in Environmental, Social and Governance and Climate, and is currently studying for an international designation in the new ISO 37000 Governance Standard. She is a fellow of the Institute of Directors South Africa as well as a certified director and an alumni of Competent Boards.

She has a strong passion for enhancing board effectiveness having worked with boards for more than 20 years. She is currently on the core faculty of the Institute of Directors South Africa NPC as a governance specialist conducting training, facilitation, board evaluations, coaching and governance advisory services. She has a broad range of skills and experience including *inter alia* directorship, company secretarial, risk, governance, legal, corporate affairs, strategy, sustainability, CSI, communication, human resources, mediation and facilitation.

Sarita was a public defender and prosecutor specialising in criminal law prior to joining the corporate world. She spent much of her corporate career in financial services from 1999 to 2012.

Committees:

Remuneration and nomination (*chairperson*), audit and risk, social and ethics

Willem Boshoff (36)*Company secretary*

Willem H Boshoff is a qualified chartered accountant (Namibia) and completed his accounting articles in 2012. He fulfils the role of nominee group secretary of Veritas Eksekuteurskamer Proprietary Limited.

CHAIRPERSON'S REPORT



South Africa's economy recovered during 2021, with economic growth of 4,9% compared to a decline of 6,4% during 2020. However, economic activity is still equal to that of 2019, while the outlook for 2022/2023 is a volatile and risky market. Stagflation is the new economic description for the next few years.

The outlook for the 2022/2023 year is that of a global slowdown in economic growth, while inflation is rising to decades-high levels, forcing Reserve Banks to "normalise" interest rates to much higher levels. Share prices have started to decline as the outlook of higher interest rates and a possible world economic recession looms.

The Russian invasion of Ukraine, increased market volatility and uncertainty contributed to energy prices nearly doubling and world food commodity prices increasing by more than 30% early in 2022 (a result of trade disruptions and short supply of certain food commodities). Supply chains remain disrupted, increasing the costs and lead times of inventory deliveries.

Stagflation is characterised by slowing economic growth and high unemployment (economic stagnation) which, at the same time, is accompanied by rising prices (inflation).

The South African economic outlook is clouded by a rising inflation rate above the Reserve Bank upper target limit, while economic growth is expected to decline below 2%, with the broader definition of unemployment creeping towards 50%. With the increasing fuel price, load shedding and a general increase in administered prices, household disposable income is expected to decline during the next year (especially for lower income groups). Economic policy reform is slowly progressing in the right direction and will lead to renewed economic growth in a year or two. Higher interest rates will also impact the economy, however, the specific target markets we operate in are, to some extent, isolated from broad economic trends and we remain confident in the markets in which we operate.

Nictus is well capitalised to weather the challenging economic environment. The furniture retail segment's focus on the high-income segment of the market, and the insurance group, with a unique product to assist businesses in managing their risk in an uncertain environment, is attracting new clients.

The furniture retail segment remained profitable, while shop interiors were modernised and focus was placed on specific brands and products; this resulted in the attraction of new clients. Availability and management of stock levels remain important, and management succeeded in keeping bad debts well below the norm. Your board remains confident in the future of the furniture company, given the target market we operate in.

The insurance segment focused on alternative risk management in the business sector and for private entrepreneurs, while new clients were gained in the agricultural sector and medium-size enterprises. The product is flexible and used by our clients to manage the distinctive risks associated with their businesses, resulting in cost savings over the medium to long term. The client base is becoming more diverse in terms of geography and industry, reducing concentration risk.

We maintain good relationships with the regulators and are satisfied that we remain well within the legal and regulatory requirements as the company is well capitalised and profitable, with suitable skills at management and board level.

The board and management remain focused on doing business on an ethical basis, within the laws of the country, while fulfilling our fiduciary duties to our shareholders.

During the 2022 financial year, the personnel and directors of Nictus and its subsidiaries were confronted with the extreme sadness of losing their loved ones, more than could reasonably have been expected. We acknowledge this reality and wish to express our deepest condolences to each and every person affected.

I would like to take this opportunity to thank the board for their dedication and support in safeguarding our shareholders' interests. My sincere thanks to the managing director, financial director, company secretary and the team for their dedication and enthusiasm in implementing the company strategy.



Professor Barend J Willemse

Chairperson

22 June 2022

GROUP MANAGING DIRECTOR'S REPORT

Segmental performance

Insurance segment

The effects of the pandemic continued to influence and impact the insurance segment, especially during the first part of the financial year. During the past six months, we noticed a positive change and were able to record growth in new premiums. We are proud that, together with our loyal policyholders, we could utilise our insurance product to its full potential during this time of economic uncertainty and that we could prevail and remain successful.

Tribute

This year marked the first reporting period of our operations and results without the presence of the late Nico Tromp, who passed away due to COVID-19 in June 2021. Nico had a passion for business, relationships, excellence, principles, integrity and greatness. His commitment to Nictus, its staff, suppliers, customers and other stakeholders was profound. As a visionary, leader, mentor, dad and grandfather, his contribution and influence on the lives of others was immense. It was a privilege to work with him and to learn from and be guided by his experience and knowledge. We honour his legacy and celebrate a life fully lived as well as 48 years of exceptional service to Nictus.

My heartfelt condolences also go out to our employees who lost loved ones as a result of the COVID-19 pandemic.

The investment environment, in line with our risk appetite, remained challenging during the year, given the volatility in world markets and the immediate effects of the Ukraine/Russia conflict, especially towards the end of the financial year. We remain well positioned as a result of our investment philosophy and were able to generate appropriate returns. We once again learnt and confirmed that customer service remains one of our key success factors and we continuously strive to better our customer experience and service.

Furniture retail segment

The furniture retail segment performed well under all circumstances. Uncertainty in relation to COVID-19-related restrictions and effects remained a factor for consumers holding back on disposable income. We were fortunate to be positioned to have products immediately available and to conclude certain deals. Our gratitude goes out to our customers who remained loyal in supporting our shops and buying our products, but also for their sound account management, resulting in the bad debt figure achieved being well below the norm.

Our revamped and refreshed stores, including specialist concepts and brand focus, have positively contributed to the exceptional customer service we strive to achieve. Increased variety as well as affordability for quality brands enhance this experience, resulting in best value for money offerings.

Our focus is to increase our variety and offering to become the one-stop shop for all your household and furniture needs.

Corporate governance

Nictus strives to live up to its values which include integrity, transparency and good corporate governance and citizenship. This year, and the years to come, will be no exception and we value the cooperation with all governing and regulatory bodies, thereby contributing to our objective of improving and bettering South Africa for all.

Outlook

Once again, we are facing a lot of challenges in the ever-changing environment we operate in. The upswing is that new opportunities exist, and we are resilient and open to exploring new prospects as they arise. Leadership growth and development will be one of our core strategies to ensure sustainability and efficiency in the sectors in which we operate. We are well positioned from a capital base to explore opportunities and fulfil our ideal future to be a sought-after wealth creator.

Appreciation

All glory and recognition to our Almighty God for guiding and protecting us, but also enabling us to explore and develop our talents and to live life to the fullest in His presence. I believe that God will protect us in the years and circumstances to come, as He has done for the past 77 years of the Nictus Group's existence.

All efforts and results achieved would not be possible without our loyal and committed employees. We stood and still stand strong as a team and their support is of immeasurable value. My sincere thanks to all our employees and their families, as well as my family, for their unconditional support. I look forward to celebrating many more successes and achievements together.

During these uncertain times, considerable reliance is placed on our suppliers and customers, and I wish to express my appreciation to all who remained committed and loyal to Nictus.

Lastly, I humbly thank our chairperson and board members for their leadership, vision and support. It is an honour to work with you all and I look forward to reaching new heights as a team.



Gerard R de V Tromp

Executive group managing director

22 June 2022

OPERATIONAL REVIEW

Nictus puts the customer first by continually striving towards service excellence with dedicated, helpful, focused and motivated staff and by maintaining our high-value system, integrity and discipline. Quality and value products are sold at the best yield possible in the South African furniture retail industry using advanced technologies.

Nictus Meubels Proprietary Limited

Nictus Meubels Proprietary Limited is a furniture retail company operating in South Africa. We set the boundaries for destination home furnishing within a selected footprint, delighting customers through quality, value, variety and service.

Nictus has established itself as a household name for more than seven decades and is widely acknowledged for its quality, value and service. The most important benefit for our customers is the fact that they can purchase quality products at affordable prices, thereby receiving excellent value for their money. Management views credit granting solely as a marketing tool.

Product mix, variety and exclusivity play a significant role in the success of the business. Branch managers are involved in merchandising to maintain the optimal mix within the areas in which we operate.

Products

Nictus stocks a wide variety of well-known local and international brands in the furniture trade.

Future strategy

Product innovation, exclusivity and throughput through current branches will be increased for all branches to operate at optimum levels. Nictus Emporium, our specialist bedding and lounge suite shop, is selling high-quality brands which are exceptionally well presented to deliver an excellent shopping experience.

Corporate Guarantee (South Africa) (RF) Limited

Corporate Guarantee (South Africa) (RF) Limited is an insurance company which specialises in converting risk into sustainable wealth. We offer innovative risk management products as an alternative to conventional insurance products. Because we understand that the financial needs and the role of risk for each of our clients are different, we focus on structuring unique solutions to the needs of each of our clients.

We have a philosophy of building strong and lasting relationships and that is why we view our customers and stakeholders as valuable partners in creating alternative insurance solutions.

Our product

Our product is based on the principle of alternative risk transfer. We enable our clients to acquire a contingency policy as a method of protection against risks. This policy enables policyholders to manage their own risks sustainably and encourages them to operate with financial independence.

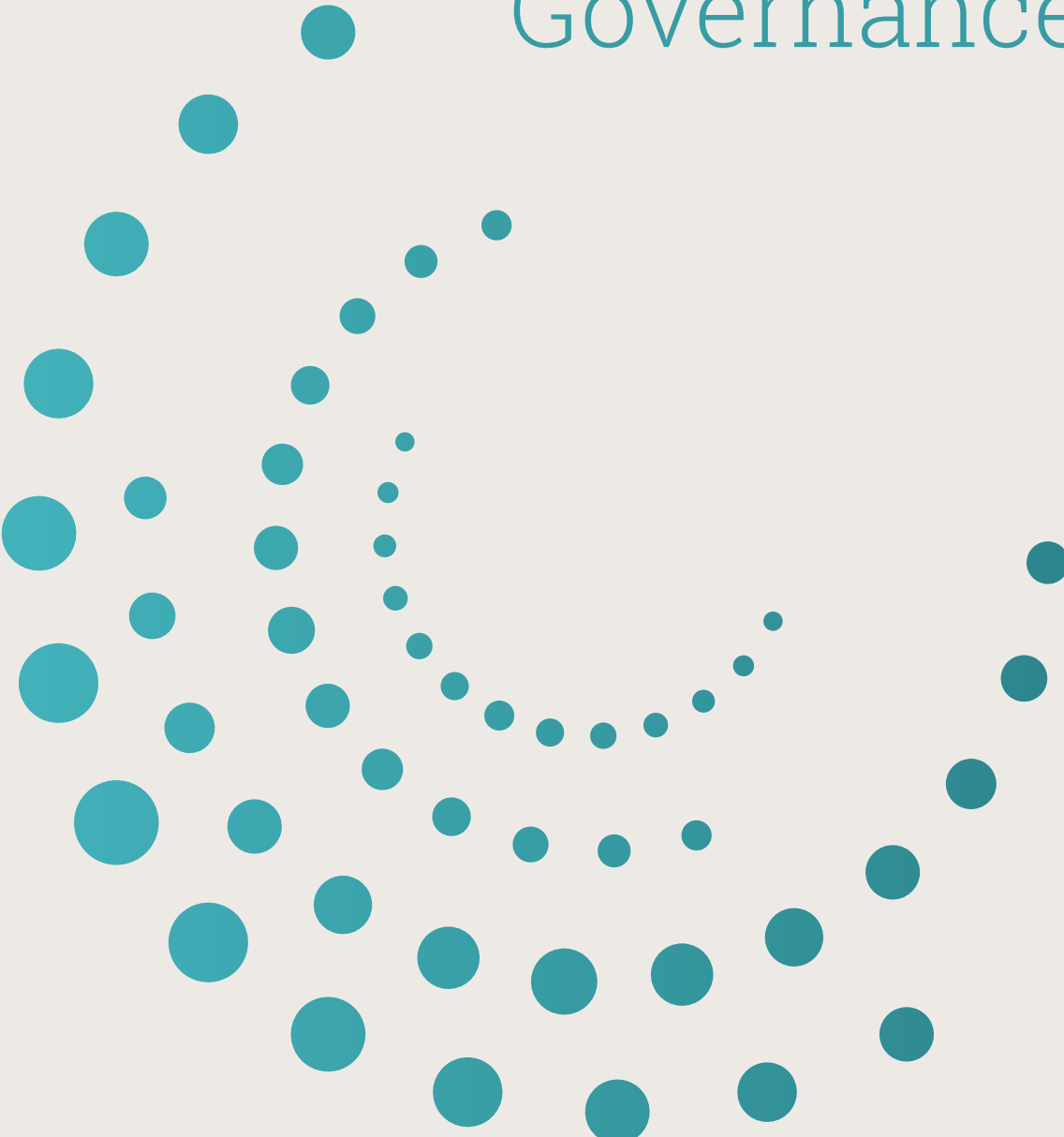
The aim of the product is to build up a contingency policy to such a level that the owner becomes less dependent on costly conventional insurance in relation to risk.

Advantages of the product

- The contingency policy enables the policyholder to retain more risk for his or her own account and can be used in combination with conventional insurance as part of a total insurance programme;
- Risks that are normally excluded under conventional insurance can be covered under the policy;
- The insured is rewarded for good risk management;
- The product reduces the need for the purchase of conventional insurance to catastrophe-type cover; and
- The product encourages better risk management which will directly result in a reduction of conventional insurance cost. It also enhances cash flow and financial stability.

Future strategy

Increasing investment return automatically increases profit within the segment as well as the group. The executive committee assists with the management of investments within the group, especially the insurance segment. An investment mandate is in place within the segment providing management with specific guidelines for investing in financial assets. Service to our clients and focusing on relationships are the cornerstones of our success.



Governance

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CORPORATE GOVERNANCE REPORT

The group endorses King IV™ and strives towards compliance therewith as further set out herein.

Approach to governance

The key applications and explanations by the group of the principles contained in King IV™ are explained below. We account therefore in accordance with IFRS and do so in the format of integrated reporting, while compliance with the Companies Act of South Africa and the JSE Listings Requirements is enshrined in our business model.

We acknowledge our responsibility, resulting from our fiduciary duties and duties of care, skill and diligence, to ensure that business within the group is conducted with transparency, prudence, fairness, accountability and integrity.

The company complies with the provisions of the Companies Act of South Africa and the relevant laws governing its establishment, specifically relating to its incorporation. Furthermore, the company is operating in conformity with its Memorandum of Incorporation (MOI).

Governance outcome one: Ethical culture

Principle 1	Nictus application
Leadership “The governing body should lead ethically and effectively”	The board has adopted the ideal future, mission, code of conduct and core values of Nictus and sets an example by actively pursuing and acting within the ambit of the code of conduct. The ethical approach is further established with the appointment of its balanced spread of independent non-executives, pursuing the achievement of sustainable economic, social and environmental performance in a responsible manner. The board adheres to its fiduciary duties and its functions are summarised in a board charter. Each member is held accountable to the rest of the board for their leadership in an evaluation process.
Principle 2	Nictus application
Organisational ethics “Govern the ethics of the organisation in a way that supports the establishment of an ethical culture”	The board, with the assistance of management and the social and ethics committee, requires all employees to sign the board-approved code of conduct, which forms the foundation for ethics within the organisation, as an undertaking to conform thereto, thereby creating awareness among employees of the group’s ethical compliance requirements. The board sets an example by undertaking to conform to the code of conduct themselves. Nictus’ code of conduct is disclosed on page 2 of this integrated annual report and is available on the group’s website. The social and ethics committee engages with stakeholders directly or through delegated functions through management to remain informed about the level of ethics that the group maintains. The board maintains its view that a strong ethical culture is key in building strong and lasting stakeholder relationships and maintaining an internal talent pool to ensure growth and sustainability of the group with the appropriate succession.

Governance outcome one: Ethical culture continued

Principle 3	Nictus application
Responsible corporate citizenship "Ensure that the organisation is and is seen to be a responsible corporate citizen"	The board recognises the Constitution of South Africa as the supreme law, together with the other laws, standards and the group's own policies and procedures, and considers how to interpret and apply them to the organisation's activities in an effort to be and be seen as a responsible corporate citizen. With the assistance of board committees, executive management, the company secretary, a function outsourced to Veritas Eksekuteurskamer Proprietary Limited, regulators and professional service providers, the board gathers its own insights into the corporate governance of the group and utilises these insights, together with reports and information received, to effectively oversee and ultimately take responsibility for the corporate governance of the group.

Governance outcome two: Performance and value creation

Principle 4	Nictus application
Strategy and performance "The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process"	Strategy, risk, opportunities, performance and sustainability, based on an ethical foundation, are all key matters dealt with in the integrated business plan of the group, which is developed by the managing director and supported by the board. These factors, including viability assessments, capital, solvency, liquidity and going concern status, are examined in detail, and monitored throughout the year to determine their individual and combined effects on the business and drive a strategy to create exceptional value for shareholders and other stakeholders alike.
Principle 5	Nictus application
Reporting "The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments regarding the organisation's performance and its short-, medium- and long-term prospects"	The board, assisted by the audit and risk committee and executive management, has established controls and processes, including consultations with professional service providers, to independently gather, review and report adequate information regarding the group's financial and sustainable performance and the integrity of the integrated annual report. This includes oversight over information published in terms of the King IV™ disclosure requirements. The board has assumed responsibility for the approval of interim communications and the chairperson of the board ultimately approves all SENS announcements. Nictus is committed to transparent and effective communication with all stakeholder groups. Such communication takes place through formal and informal channels, including the group's website.

CORPORATE GOVERNANCE REPORT continued

Governance outcome three: Adequate and effective control

Principle 6	Nictus application
Primary roles and responsibilities of the governing body "The governing body should serve as the focal point and custodian of corporate governance in the organisation"	The board acknowledges its responsibility to steer the organisation, and to review and approve its strategic direction based on the principles of good corporate governance. The board has established committees to assist it to fulfil its duties. The committees are all constituted and guided by charters, which are considered, and any amendments are approved by the board annually. The board has ensured that each committee has the necessary knowledge, skills, experience and capacity to effectively execute its delegated duties. The board charter detailing the composition of the board, its committees and attendance at meetings is summarised in the table presented on page 24 of this integrated annual report. The board believes that it has discharged its responsibilities in relation to its own charter, and that its composition, the composition of its committees and required attendance at meetings, facilitate a clear balance of power and authority at board level. Board decisions are taken with the consensus principle.
Principle 7	Nictus application
Composition of the governing body "The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively"	The appointment of directors is a formal process, which is overseen by the remuneration and nomination committee. The group is committed to appointing suitably qualified and experienced directors and acknowledges the responsibility for ensuring that the board attracts and appoints suitable members with an appropriate mix of skills, knowledge, experience, age and independence, with due consideration for gender, culture and race diversity, taking into account the nature, scale and complexity of the business and availability of suitable candidates. The group supports the principles and objectives of appropriate broader diversity at board level and has adopted a policy on the promotion of broader diversity. No voluntary target has been set for any appointment of executive, non-executive and/or alternate directors to the board in terms of the diversity indicators mentioned. The board and committees are sufficiently represented by independent non-executive directors and are independently chaired, with the exception of the social and ethics committee, which is chaired by a non-executive director. The board is satisfied that the current composition of the committee, which comprises a majority of non-executive directors, does not detract from its performance and responsibilities. The board comprises two executive directors, three independent non-executive directors and one non-executive director. For the financial year under review, one of the independent non-executive directors had served on the board for longer than nine years. The chairperson of the board, Professor Barend J Willemse, who is categorised and confirmed as independent, has been on the board since 2010. Although serving on the board for more than nine years is relevant to the determination of a non-executive director's independence, the board recognises that an individual's independence cannot be determined arbitrarily on the basis of a set period of time. It is the board's view that continued tenure brings considerable stability to the board, that has benefited greatly from the presence of individuals who have over time gained valuable insight into the group and its markets.

Governance outcome three: Adequate and effective control continued

Principle 7 continued	Nictus application
Composition of the governing body continued	Directors' independence is judged from the perspective of a reasonable and informed third party, based on prevailing circumstances, the definition of independence in terms of the Companies Act of South Africa, the King IV™ guidance in terms of the assessment of independence (substance over form basis), conflicts of interest (whether perceived or actual) and other relevant considerations. Attention is given to ensure that independent non-executive directors remain independent in character and judgement, and continue to present an objective and constructive challenge to the assumptions and viewpoints presented by management and the board. Annual independence evaluations are conducted for directors whose tenure exceeds nine years.
Principle 8	Nictus application
Committees of the governing body "The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties"	Well-structured board committees assist the board in fulfilling its duties. Board committees are appropriately constituted and comprise members of the board, with the exception of the social and ethics committee, which has a managing executive as a member. The board committees' authority, objectives and functions are governed by clearly defined terms of reference, mandates and charters, which are subject to annual revision. The group has the following committees: • Audit and risk committee; • Remuneration and nomination committee; • Social and ethics committee; and • Executive committee. Members for each committee are selected according to their suitability in terms of their qualifications, experience and the prescribed composition of the committees. The chairperson of the board is a member of the audit and risk committee. The board is comfortable that this does not negatively affect the overall concentration and balance of power of the governing body and is appropriate given the current composition of the board. The governance framework detailing the composition and functions of board committees is presented on page 25 of this integrated annual report.
Principle 9	Nictus application
Evaluation of the performance of the governing body "The governing body should ensure that the evaluation of its own performance and that of its committees, its chairman and its individual members, support continued improvement in its performance and effectiveness"	Evaluations of the board, its audit and risk committee and individual directors are conducted internally through a self-assessment process annually, and consideration is given to outsourcing such evaluations, as and when the board deems necessary. The board utilises methodology developed by Ram Charan in order to identify patterns revealing areas which need to be addressed or focused on to increase the overall progressiveness of the board, with the building blocks being group dynamics, appropriate and effective information architecture and focus on substantive issues. Although areas of improvement were identified, the board concluded during their annual assessment that they were sufficiently progressive in order to provide the necessary guidance to management in executing the group's strategy.

CORPORATE GOVERNANCE REPORT continued

Governance outcome three: Adequate and effective control continued

Principle 10	Nictus application
Appointment and delegation to management "The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities"	The board appoints a competent and appropriately experienced managing director, who is responsible for leading the implementation and execution of approved strategy, policy and operational planning and reporting to the governing body. The board, with the assistance of the remuneration and nomination committee, continuously considers succession for the managing director. The board is satisfied that the delegation of authority framework contributes to role clarity and the effective exercise of authority and responsibility. The board has appointed Veritas Eksekuteurskamer Proprietary Limited, a competent, suitably qualified and experienced company secretary and approves of Veritas Eksekuteurskamer Proprietary Limited's service contract and remuneration. The ability of Veritas Eksekuteurskamer Proprietary Limited, its board and employees to perform its company secretarial duties and its performance are assessed annually by the board taking into account a set of pre-agreed deliverables. Veritas Eksekuteurskamer Proprietary Limited boasts decades of experience and the board has considered and is satisfied with the competence, qualification and experience of the company secretary. The company secretary has unfettered access to the board, however, care is taken to monitor the arm's-length relationship with the board and written agreements are in place to govern the relationship between the parties. The company secretary reports to the board, through the chairperson, all statutory duties and functions performed in relation to the board. Other duties and administrative matters are reported to executive management.
Principle 11	Nictus application
Risk governance "The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives"	Nictus' risk methodology includes the consideration and implementation of appropriate risk responses to identified risks, based on the strategic objectives of the group. The effective monitoring of risk is achieved at Nictus through a combination of daily and periodic activities undertaken by management at various levels in the organisation, culminating in the activities of executive management and the audit and risk committee, which oversee the risk management process at Nictus. The board considers and determines the levels of risk tolerance as well as risk appetite during its periodic review of the group's risk profile. This risk profile determines the ambit within which management is allowed to take on risk-inclined projects. The audit and risk committee provides oversight of Nictus' risk management activities and reports formally on its findings and recommendations to the board annually. Details pertaining to the high-level risks of the group are presented on pages 6 to 8 of this integrated annual report.
Principle 12	Nictus application
Technology and information governance "The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives"	Nictus promotes an ethical IT governance culture and a common IT language. IT is aligned with the performance and sustainability objectives of the group from a safeguarding, strategic and business process perspective. The board has delegated the responsibility for the implementation of an IT governance framework to management. The audit and risk committee annually considers independent assurance on the effectiveness of the technology and information, including outsourcing. All IT matters are referred to the group's outsourced IT consultants, who advise on the most appropriate technological solutions for the group. Executive management makes recommendations to the board, at which level decisions are taken. Continued focus is given to the effectiveness and improvement of operating systems in order to increase functionality and promote enhanced reporting capabilities for better management.

Governance outcome three: Adequate and effective control continued

Principle 13	Nictus application
Compliance governance “The governing body should govern in compliance with applicable laws and adopted non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen”	Nictus has a compliance culture with a legal compliance programme, which supports efforts to identify and comply with applicable laws and regulations. Compliance also forms part of Nictus’ code of conduct. The board and the audit and risk committee are regularly briefed on new laws and regulations by the company secretary, professional service providers and JSE sponsors. The company secretary acts as legal compliance officer, while certain compliance functions in the insurance segment are outsourced to independent, suitably experienced and qualified service providers. An area of continued focus during the current reporting period was to navigate the ever-evolving and dynamic implications of COVID-19, from both a legislative and health perspective. Additional reporting requirements and changing legislative requirements impacting the companies within the group were identified and complied with, within the context, guidance and interpretations available at any given point in time.
Principle 14	Nictus application
Remuneration governance “The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term”	The remuneration and nomination committee is responsible for determining just and equitable remuneration policies for the group and making related recommendations to the board. The group’s remuneration policy incorporates the recommended practices of King IV™. It aims to appeal to and retain those individuals who will support and contribute towards achieving the group’s desired results and strategy. The policy, philosophy and strategy are encapsulated in the following: Remuneration should: • Contribute towards appealing to and retaining motivated and loyal employees; • Reflect a direct correlation with the vision and results of the group; • Be reviewed and benchmarked annually; • Support the strategy of the group; and • Reward performance and motivate employees. The remuneration report, policy and implementation report are presented on pages 26 to 29 of this integrated annual report.
Principle 15	Nictus application
Assurance “The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation’s external reports”	Nictus has developed a combined assurance model, which provides a coordinated approach to assurance activities in respect of key risks facing the group, with oversight by the audit and risk committee. This includes internal risk management, compliance functions and internal and external audit reporting. Nictus has a risk-based internal audit function, with a charter approved by the audit and risk committee and the board. Internal audit focuses on governance, risk management, the system of internal controls, follows a systematic approach, and investigates and reports on control deficiencies, fraud, corruption, unethical behaviour and irregularities.

CORPORATE GOVERNANCE REPORT continued

Governance outcome four: Trust, good reputation and legitimacy

Principle 16	Nictus application
Stakeholder engagement "In the execution of its governance roles and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time"	The board tasks management with the management of stakeholder relationships, including the identification of important stakeholder groups and the development of strategies and policies to manage these relationships effectively. Constructive stakeholder engagement within the group is facilitated through formal and informal mechanisms and shareholders are encouraged to attend the group's annual general meeting. Nictus strives to achieve an appropriate balance between various stakeholder group interests and expectations in taking decisions in the best interest of the group and ultimately its shareholders, who are treated equitably. The board and the group's external auditor will be available at the annual general meeting to respond to any shareholder queries.
Principle 17	Nictus application
Responsible investing "The governing body of an institutional investor organisation should ensure that responsible investment is practised by the organisation to promote good governance and the creation of value by the companies in which it invests"	One of the functions of the executive committee is to evaluate and advise the board on all group and subsidiary company investments of substantial monetary value or business importance, including the involvement in the formulation of investment policies, principles and practices to achieve optimum return on investments. The executive committee is chaired by the chairperson of the board and further consists of the group managing director and the group financial director.

The composition of the board, its committees and attendance of meetings is summarised in the following table:

Name	Status	Board	Audit and risk committee	Remuneration and nomination committee	Social and ethics committee	Investment committee*	Executive committee®
Professor Barend J Willemse	Independent non-executive chairperson	4/4	√ 2/2	√ 2/2		√ C 2/2	√ C 2/2
Nicolaas C Tromp [#]	Non-executive	1/2					
Eckhart H Prozesky	Executive (Financial director)	4/4				√ 2/2	√ 2/2
Gerard R de V Tromp	Executive (Managing director)	4/4			√ 2/2	√ 2/2	√ 2/2
Philippus J de W Tromp	Non-executive	4/4			√ C 2/2		
Cornelius J de Vrye	Independent non-executive	4/4	√ C 2/2	√ 2/2			
Sarita Martin [^]	Independent non-executive	4/4	√ 2/2	√ C 2/2	√ 2/2		

* The investment committee was dissolved, effective 1 September 2021.

® The board established an executive committee, effective 24 November 2021.

√ Indicates board committee membership and "C" indicates board committee chairperson. The figures in each column indicate the number of meetings attended out of the maximum possible number of meetings for the respective director.

[#] Deceased 27 June 2021.

[^] Sarita Martin was appointed as a member of the social and ethics committee, effective 1 September 2021.

Governance framework

Board committees

The board has established committees to assist it to fulfil its duties. The committees are all constituted by charters, which are approved by the board and reviewed annually. The board committees are as follows:

Audit and risk committee

The audit and risk committee consists of three independent non-executive directors and discharges its duties as set out, *inter alia*, in the audit and risk committee charter, the JSE Listings Requirements and the Companies Act of South Africa. The audit and risk committee assumes the risk management function of the group.

An extensive risk-identifying procedure is followed, with input from all operational subsidiaries, to identify and evaluate business threatening risks. The committee meets at least biannually.

The internal and external auditors attend the meetings by invitation and have unrestricted access to the chairperson and members of the audit and risk committee.

Remuneration and nomination committee

The remuneration and nomination committee consists of three independent non-executive directors and is responsible for determining just and equitable remuneration policies for the group and making related recommendations to the board. The remuneration and nomination committee also assumes the function of a nomination committee and is responsible for the process of nominating candidates to the board, succession planning in respect of board members and the evaluation of the performance of the board members. The committee meets at least biannually.

Social and ethics committee

The social and ethics committee is chaired by a non-executive director and includes an independent non-executive director and an executive director, as appointed by the board. The committee oversees the group's social development and ethics management, good corporate citizenship, sustainability strategies and preferred employer policies. The committee meets at least biannually.

Investment committee

The investment committee was dissolved by the board, effective 1 September 2021, and had the function to evaluate and advise the board on all group and subsidiary investments of substantial monetary value or business importance, including involvement in the formulation of investment policies, principles and practices to achieve optimum return on investments. These functions have since been taken over by an executive committee established by the board, effective 24 November 2021. The investment committee was chaired by the chairperson of the board and further consisted of the group managing director and the group financial director.

Executive committee

The executive committee, established on 24 November 2021, derives its authority from the board, and has the functions to evaluate investments, and investment returns, and to perform any additional duties as may be assigned to it by the board. The executive committee is chaired by the chairperson of the board and further consists of the group managing director and the group financial director. The committee meets at least quarterly.

REMUNERATION REPORT

Remuneration packages are reviewed and benchmarked against independent comparable market data in order to recognise differentiation between high, average and underperformers. Evaluations of remuneration packages are undertaken annually.

Background statement

The details pertaining to the composition and operation of the remuneration and nomination committee are set out in the corporate governance report.

The remuneration and nomination committee undertakes extensive analysis of different reports on remuneration trends and practices within the relevant industries in order to establish the most appropriate benchmark for determining directors' remuneration, taking into account the size, nature, scale and complexity of the group and its operations, in relation to the available market benchmarks. There were no significant changes to the approach implemented during the previous financial year. The board believes that the approach remains appropriate.

No remuneration consultants have been engaged by the remuneration and nomination committee or the board during the past financial year.

The resolutions presented to shareholders at the 2021 annual general meeting of the company for the approval of the remuneration policy and remuneration implementation report were passed by 100% in favour of each resolution by all shareholders present or represented by proxy.

The remuneration and nomination committee is satisfied that the objectives of the group remuneration policy have been achieved during the year under review.

The remuneration policy and related benchmarks are reviewed and reconsidered annually by the board with the assistance of the remuneration and nomination committee.

Areas of focus for the immediate future remain managing the company through the effects of the COVID-19 pandemic and world events, which impact the global and South African economies. Specific care and continuous focus will be on employee retention and to carefully manage employee well-being and efficiency in the workplace. Nictus strives to provide job security and all considerations will be evaluated in achieving such outcome.

Further focus areas include the development of incentive programmes to reward senior management for achieving longer-term predetermined outcomes at predetermined time frames.

Overview of the remuneration policy

The group's remuneration policy incorporates the recommendations of King IV™. It aims to appeal to and retain those individuals who will support and contribute towards achieving the group's desired results and strategy.

To achieve the group's policy, philosophy and strategy, remuneration should:

- Contribute towards appealing to and retaining motivated and loyal employees;
- Reflect a direct correlation between the vision and results of the group;
- Be reviewed and benchmarked annually;
- Support the strategy of the group; and
- Reward performance and motivate employees.

Structure of executive remuneration

Total cost-to-company forms the basis of the remuneration package for senior management and executive directors. The package consists of a cash component and benefits. Remuneration is linked to challenging long- and short-term financial and non-financial performance targets and sustainable profits attributable to shareholders.

Incentive remuneration is offered to meet performance levels during the year in terms of guidelines determined by the board.

Incentive bonus plan

Executive directors and senior management participate in an incentive bonus plan which is based on the achievement of predetermined and agreed targets set for each director and member of senior management in each specific segment in order to achieve the group's targets.

Retirement benefits

A total cost-to-company approach to remuneration packages is followed and no retirement benefits are offered by the group. The group encourages employees to make provision for retirement and offers assistance where the need arises.

Executive service contracts

Executive directors have service agreements with notice periods of 30 days. The retirement age is set at 60 years, while directors may negotiate further terms past the age of 60 on an individual basis. No contractual entitlements on termination of employment exist, but compliance to the relevant labour laws and regulations is ensured.

Succession planning

The board continuously reviews the succession planning throughout the group and is informed of senior level requirements. The objective is to ensure that continuity is provided to develop a pool of individuals with potential and to cater for development and future placement. The ongoing restructuring of the group in terms of top management bears testimony to the commitment of the group in its pursuit of realising its ideal future.

Board evaluation process

A participative internal evaluation of the board's performance and the structural environment is undertaken annually. Overall, the board is considered to be balanced and effective. In spite of continuous progress made, there will always remain areas for improvement.

Non-executive directors

Non-executive directors receive market-related fees. Non-executive directors are paid fees for their services on the basis of their related fiduciary duties and attendance of board and committee meetings.

No contractual arrangements for compensation for loss of office exist, nor do non-executive directors receive any incentives or participate in any of the group's incentive schemes. Annual fees payable to non-executive directors for the period between the annual general meetings to be held on 1 September 2022 and August 2023, are to be approved by the shareholders at the annual general meeting on 1 September 2022. Fees for the period commencing on the aforesaid date were recommended by the directors after having been considered and recommended by the remuneration and nomination committee.

Remuneration implementation report

The remuneration and nomination committee recommended remuneration changes to the general staff complement, executive management and the non-executive directors. The changes were approved by shareholders and the implementation applied for the 2022 financial year was as follows:

General staff:	10,55%
Executive management:	14,97%
Non-executive directors:	10,52%

Executive management remuneration for the 2021/2022 year*:

Figures in R'000	Paid by the company			Total
	Basic salary	Bonuses	Leave pay upon resignation	
2022				
Gerard R de V Tromp [#]	420	–	–	420
Eckhart H Prozesky	1 772	790	–	2 562
Stephanus J Gerber [^]	659	350	50	1 059
	2 851	1 140	50	4 041
2021				
Gerard R de V Tromp [#]	420	–	–	420
Eckhart H Prozesky	1 560	300	–	1 860
Stephanus J Gerber [@]	1 400	310	–	1 710
	3 380	610	–	3 990

* Classified as short-term employee benefits. No long-term employee benefits are payable.

[#] As disclosed in note 28 to the financial statements, a management fee of R4,3 million (2021: R2,8 million) was paid to a related party, Veritas Eksekuteurskamer Proprietary Limited, for services rendered by Gerard R de V Tromp as an executive director.

[^] Stephanus J Gerber, the chief executive officer of Corporate Guarantee (South Africa) (RF) Limited, left the employment of the aforementioned company as from 1 September 2021 to pursue other opportunities. The remuneration presented is for the five months from 1 April 2021 to 31 August 2021.

[@] Although no remuneration increases were granted given the circumstances of the 2021 financial year, Stephanus J Gerber was promoted to chief executive officer of Corporate Guarantee (South Africa) (RF) Limited, resulting in an adjustment to his remuneration.

REMUNERATION REPORT continued

No contractual entitlements on termination of employment exist, but compliance to the relevant labour laws and regulations is ensured.

Incentive bonuses were awarded within the ambit of the relevant boards' discretion, based on predetermined financial and non-financial targets achieved.

Shareholders are given an opportunity to vote on separate non-binding advisory resolutions pertaining to the remuneration policy and remuneration implementation report. In the event that 25% or more of shareholders vote against one or both non-binding advisory resolutions, Nictus commits to engaging with such shareholders to determine the reasons for their dissenting vote(s) and to possibly reassess the group's remuneration policy and/or implementation thereof to the satisfaction of the shareholders. Any shareholders who wish to engage with us in relation to the remuneration policy or the remuneration implementation report are invited to do so *via* the nominee company secretary, Willem Boshoff, at groupsec@nictus.com.na.

Non-executive directors' fees 2022/2023

Non-executive directors' fees are presented to and approved at the annual general meeting by means of a special resolution. Recommended fees are presented to the remuneration and nomination committee for consideration, based on market research, which submits its recommendation to the board, and thereafter to shareholders at the annual general meeting for approval. In view of the levels of responsibility being placed on directors and benchmarks for comparable companies, the fees for non-executive directors for the 2022/2023 year, as set out below, have been recommended for approval.

From 1 September 2022

Board-related

Board membership	R181 896 per year
Board chairperson	R357 276 per year

Committee-related

Audit and risk committee membership	R45 474 per year
Audit and risk committee chairperson	R127 327 per year
Remuneration and nomination committee membership	R45 474 per year
Remuneration and nomination committee chairperson	R59 116 per year
Social and ethics committee membership	R22 737 per year
Social and ethics committee chairperson	R29 558 per year

Non-executive directors will be paid an amount of R45 474 per day per meeting in respect of board or special meetings, should the number of these additional meetings exceed five per annum. They will also be paid a *pro rata* amount per hour for additional time spent.

Statement by the chairperson of the remuneration and nomination committee

The remuneration and nomination committee functions in accordance with its charter, which is reviewed annually and approved by the board. The chairperson of the remuneration and nomination committee reports regularly to the board.

The remuneration and nomination committee has applied its mind and provided guidance to ensure that all employees are remunerated in accordance with the approved remuneration policy aimed at fair, responsible and transparent remuneration. Remuneration within the group is based on a combination of factors including performance, levels of decision-making, consequence of error, market research (i.e. cost of living increase, annual salary benchmarking, etc.) and incentives to ensure long-term value for the employee and group.

The remuneration and nomination committee is satisfied that it has complied with its remuneration policy during the financial year ended 31 March 2022, and that the group remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.



Sarita Martin

Chairperson: remuneration and nomination committee

22 June 2022

REMUNERATION POLICY

The group remuneration policy aims to appeal to and retain those individuals who will support and contribute towards achieving the group's strategic objectives and performance.

Objective

The policy, philosophy and strategy are encapsulated in the following:

Remuneration should:

- Contribute towards appealing to and retaining motivated and loyal employees;
- Reflect a direct correlation between the vision 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;
- A linkage to challenging long- and short-term financial and non-financial performance and sustainable profits;
- Short-term incentives based on meeting agreed performance levels; and
- Long-term incentives based on meeting long-term performance levels.

Composition of the total remuneration package

The factors considered in structuring the total remuneration package are:

- Review of packages on an annual basis, internally and externally, to ensure their integrity;
- Recognised market research is applied in structuring and evaluating packages;
- Organisational profiles are considered for use in the evaluation process;
- Performance evaluation and development requirements are considered during the process;
- The scarcity of appropriately qualified staff influences package structure; and
- The total remuneration package consists of a cash component and benefits.

Remuneration incentives

Short-term incentives

The incentive scheme is aimed at achieving group performance, which is set out in the rules. To qualify, staff must:

- Meet predetermined and agreed annual targets; and
- Perform exceptionally well.

Employees who have transgressed the group code of conduct are ineligible to participate in the incentive scheme and extraneous factors do not influence the incentive evaluation.

Governance

The remuneration and nomination committee stands at the forefront of developing remuneration policies and reviewing the philosophy, strategy and practice to meet best practice and achieve the group's overall objectives.

The remuneration and nomination committee operates under the delegation of authority as contained in the approved charter and will apply discretion as appropriate.

CORPORATE SOCIAL RESPONSIBILITY REPORT

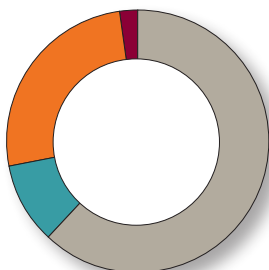
Foreword by the chairperson

The employees of the group embraced the year with all its challenges and difficulties like true warriors and have prevailed once again. Although we are still experiencing the effects of the pandemic and the ongoing world crises, the committee was satisfied with the current state of the social conscience of the business and is of the opinion that the company behaves responsibly in relation to its social, commercial and environmental duties.

Involvement 2022

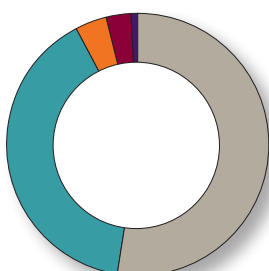
I am pleased to report on the contributions made in the areas where we were involved.

Community involvement development



- Community relations
- Social development
- Sport development
- Education

Overall



- Gauteng
- Western Cape
- Limpopo
- North West
- Free state

Report 2022

The committee conducted research in accordance with the Organisation for Economic Co-operation and Development principles in line with the charter and mandate of the board as well as the Social and Ethics Committee Handbook issued by The Ethics Institute of South Africa.

The main focus for the year was to ensure the safety and well-being of our staff and customers. During the past year, we had various waves of COVID-19 which we had to face and approach differently. Management and staff ensured that all regulations were adhered to and implemented measures to safeguard the health and safety of our customers. Training was continuously done throughout the year in areas that were lacking, as well as social areas where this was needed.

We maintained our status on equal opportunities and strive to employ the best suitable candidate for a position, irrespective of race, age, vaccination preference or gender. We are comfortable with our gender equality as well as the progress made toward broad-based black economic empowerment certification during the year under review.

The company strives to maintain a high ethical culture and we maintained our values and adhered to our code of conduct.

The group is committed to working towards long-term sustainability. The fact that the company does not acquire and enter into ventures on a regular basis, but rather focuses on the sustainability and profitability of current business offerings, speaks directly to the continued focus of management.

The board is committed to and complies with internationally recognised standards such as IFRS, King IV™, the National Credit Act, the Companies Act of South Africa and the JSE Listings Requirements. The company is audited annually and has an internal audit function, as well as separate audit and risk, remuneration and nomination, social and ethics and executive committees. The board has an annual review process in place to measure against efficiency and targets set.

The group has a strong drive to adhere to good corporate governance.

Pressure is increasing on companies in relation to environmental, social and governance practices. Although we are not directly involved in manufacturing, we are conscious that our supply chain adheres to these standards; we strive to be a responsible steward of the environment.

Conclusion

Despite the continued challenges during the year, we stood firm as a group. We saw resilience in our staff and, together with our stakeholders' commitment and efforts, were able to thrive in these times.

We are comfortable that the social and ethics guidelines set and values of the company were adhered to during the past financial year.

Philippus J de W Tromp

Chairperson: social and ethics committee



Annual financial statements

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DIRECTORS' RESPONSIBILITIES AND APPROVAL

Directors' responsibility statement

The directors are required by the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the group annual financial statements and company annual financial statements and related financial information included in this report. It is their responsibility to ensure that the financial statements fairly present the state of affairs of the group and company as at 31 March 2022 and the results of their operations and changes in equity and cash flows for the year then ended, in conformity with International Financial Reporting Standards (IFRS) and the requirements of the Companies Act of South Africa. The directors are also responsible for the preparation of the directors' report. The external auditor is engaged to express an independent opinion on the group annual financial statements and company annual financial statements.

The group annual financial statements and company annual financial statements are prepared in accordance with IFRS and the requirements of the Companies Act of South Africa 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 policies and procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the group and all employees are required to maintain the highest ethical standards in ensuring that the group's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the group is on identifying, assessing, managing and monitoring all known forms of risk across the group.

While operating risk cannot be fully eliminated, the group 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 financial statements. Any system of internal financial control can, however, provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the group's and company's budgets for the year ending 31 March 2023 and, in light of this review and the current financial position, they are satisfied that the group and company have access to adequate resources to continue in operational existence for the foreseeable future. The directors have made an assessment of the group's and company's ability to continue as going concerns and there is no reason to believe that the businesses will not be going concerns in the year ahead.

The auditor is responsible for reporting on whether the group annual financial statements and company annual financial statements are fairly presented in accordance with the applicable financial reporting framework.

Approval of the group annual financial statements and company annual financial statements

The group annual financial statements and company annual financial statements of Nictus Limited, which have been prepared on the going concern basis, were approved by the board on 22 June 2022 and were signed by:

Gerard R de V Tromp
Authorised director
Group managing director

Professor Barend J Willemsse
Authorised director
Chairperson

MANAGING DIRECTOR'S AND FINANCIAL DIRECTOR'S RESPONSIBILITY STATEMENT

The directors, whose names are stated below, hereby confirm that:

- The annual financial statements set out on pages 42 to 110, fairly present, in all material respects, the financial position, financial performance and cash flows of Nictus in terms of IFRS;
- No facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- Internal financial controls have been put in place to ensure that material information relating to Nictus and its consolidated subsidiaries has been provided to effectively prepare the financial statements of Nictus; and
- The internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function within the combined assurance model pursuant to principle 15 of King IV™. Where we are not satisfied, we have disclosed to the audit and risk committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors, and have taken the necessary remedial action.



Gerard R de V Tromp
Group managing director



Eckhart H Prozesky
Group financial director

22 June 2022

CERTIFICATE OF THE COMPANY SECRETARY

In our opinion, as company secretary, we hereby confirm, in terms of the Companies Act of South Africa that, for the year ended 31 March 2022, the company has lodged with the Commissioner of the Companies and Intellectual Property Commission, all such returns and notices as are required of a public company in terms of the Companies Act of South Africa and that all such returns and notices are true, correct and up to date.



Willem H Boshoff
Veritas Eksekuteurskamer Proprietary Limited
Company secretary

22 June 2022



AUDIT AND RISK COMMITTEE REPORT

I am pleased to present the group audit and risk committee report for the financial year ended 31 March 2022.

The chairperson and members of the committee were individually re-elected at the 2021 annual general meeting of Nictus Limited, in compliance with the requirements of the Companies Act of South Africa. The committee continues to fulfil the function of the audit and risk committee requirement in terms of the Insurance Act, 18 of 2017 (Insurance Act), in respect of Corporate Guarantee (South Africa) (RF) Limited, a wholly-owned subsidiary of Nictus Limited.

The committee operates in terms of the board-approved charter, and its three elected members, one of which is the chairperson of the board, are all independent non-executive directors.

The committee's work includes oversight of risk management; all of its members are financially literate and bring business and financial acumen to the committee.

The group managing director, the group financial director and representatives of the external and internal auditors are invited to attend the committee meetings.

The committee met twice during the year and engaged, among other work, in considering the reappointment of PricewaterhouseCoopers Inc. as auditor to the Nictus group of companies. PricewaterhouseCoopers Inc. was recommended for reappointment as the group and company external auditor based on recent performance and regulatory reviews of the firm, with Jorge M Goncalves acting as the designated audit partner for the current financial year ended 31 March 2022. The governance register was reviewed during the year for completeness by a third party and was approved by the committee. Based on prudential standards, Nictus had to apply for a controlling entity licence to be classified as an insurance group which is still being attended to. A new JSE requirement was introduced to prepare a managing director's and financial director's responsibility statement for the financial year which was supported by the committee. Internal audit reports are provided to the committee at each meeting. Internal audit's activity is governed by an internal audit charter which is

approved by the group audit and risk committee and is reviewed annually. The charter defines the purpose, authority and responsibilities of the function. The committee reviewed the charter and measured its effectiveness during the year under review. In considering the internal audit plan for 2022, it was suggested that emphasis be placed on cybersecurity as a main risk area.

The committee's key objectives and responsibilities which were met during the period are as follows:

- Determine whether management has created and maintains an effective control environment and that they demonstrate and stimulate the necessary respect for the internal control structure among all parties;
- Ensure that the company has established appropriate financial reporting procedures and that these procedures are operating effectively, which should include consideration of all entities included in the group annual financial statements, to ensure that it has access to all the financial information of the company to allow the company to effectively prepare and report on its financial statements;
- Assess the external auditor's and designated external audit partner's suitability for appointment in accordance with the JSE Listings Requirements and the information detailed in paragraph 22.15(h) therein;
- Review the scope and outcome of external and internal audits. The review is to include an assessment of the efficiency of the audit function, ensuring that emphasis is placed in areas where the committee, management and the auditor believe special attention is necessary;
- Ensure that the appointment of the auditor is presented and included as a resolution at the annual general meeting of Nictus, pursuant to section 61(8) of the Companies Act of South Africa;
- Ensure that the board makes informed decisions and is aware of the implications of such decisions regarding accounting policies, practices and disclosures;

- Provide a safeguard of directors' responsibilities by informing the board on issues of importance to the business and the status of the financial reporting;
- Review and recommend to the board for approval the group's annual and interim reports;
- Assist the board in its evaluation of the adequacy and effectiveness of the risk management system;
- Assist the board in the identification of the build-up and concentration of the various risks to which the insurer is exposed;
- Assist the board in identifying and regularly monitoring all material risks to ensure that its decision-making capability and accuracy of its reporting are adequately maintained;
- Facilitate and promote communication, through reporting structures, regarding the adequacy and effectiveness of the risk management system or any other related matter, between the board and managing executives;
- Introduce such measures as may serve to enhance the adequacy and effectiveness of the risk management system; and
- Coordinate the monitoring of risk management on an enterprise-wide and individual business unit basis.

The committee does not rely only on the internal control processes but receives and regularly reviews the findings of both the internal and external auditors covering:

- A system of internal control;
- Compliance with relevant laws and regulations; and
- The credibility, independence and objectivity of both the external and internal auditor.

The committee also reviews changes in legislation to ensure compliance by companies in the group. The committee reports its findings to the board, which thereafter has the responsibility of ensuring compliance with legislation.

The committee has adopted a policy of limiting the non-audit work undertaken by the external auditor. Prior approval of any consulting work in excess of R250 000 is required.

The external and internal auditors have unrestricted access to committee members.

The committee is satisfied that:

- It has complied with the responsibilities set out in its charter, as well as the relevant legal and regulatory responsibilities based on the information and explanations given by management and discussions with the external auditor regarding the results of their audit;
- The financial director has the necessary training, expertise and experience to discharge his duties and responsibilities;
- The board is aware of the implications and actions required to apply and explain the principles of King IV™;
- There was no material breakdown in the internal financial controls that was noted or reported during the financial year under review; and
- The external auditor is considered to be independent of the company/group and is thereby able to conduct its audit functions without any undue influence from the company/group.



Cornelius J de Vrye

Chairperson: audit and risk committee

22 June 2022



DIRECTORS' REPORT

to the shareholders of Nictus Limited

Your directors have pleasure in reporting on the activities and financial results of the group for the year ended 31 March 2022.

Review of subsidiaries

Details of subsidiaries are dealt with in note 6 to the group annual financial statements.

Figures in R'000	2022	2021
The interest of the company in the aggregate net profit after tax of subsidiaries is:		
Profit after taxation	3 785	10 627

The subsidiaries of the company are mainly involved in furniture retail and non-life insurance in South Africa.

Financial results

For the year under review, the group's profit before taxation amounted to R5,5 million compared to a profit of R11,5 million in the previous year. The company's profit before taxation for the year was R2,8 million compared to a profit of R9,1 million in the previous year.

Segmental analysis

A detailed segmental analysis is included in note 37 to the group annual financial statements.

Directors

	Date of initial appointment	Date of election/ re-election	Date of resignation/ retirement
Executive			
Gerard R de V Tromp (<i>Group managing director</i>)	18 November 2014	22 August 2018	
Eckhart H Prozesky (<i>Group financial director</i>)	1 March 2015	22 August 2018	
Non-executive			
Philippus J de W Tromp	1 April 2012	14 October 2020	
Nicolaas C Tromp	27 April 1979	21 August 2019	27 June 2021*
Independent non-executives and members of the audit and risk committee			
Professor Barend J Willemse (<i>Chairperson</i>)	15 June 2010	1 September 2021	
Cornelius J de Vrye	1 November 2018	1 September 2021	
Sarita Martin	1 February 2021	1 September 2021	

* The change to the board of directors was due to the passing of Nicolaas C Tromp, a non-executive director of the company, on Sunday, 27 June 2021.

Shareholding

Composition of shareholders	Number of shareholders	%	Number of shares	%
Ordinary shares				
Non-public shareholders	9	0,86	42 518 624	79,56
Directors and associates	9	0,86	42 518 624	79,56
Public shareholders	1 032	99,14	10 924 876	20,44
	1 041	100,00	53 443 500	100,00

Distribution of shareholders	Number of shareholders	%	Number of shares	%
Ordinary shares				
Banks/brokers	17	1,64	103 912	0,20
Close corporations	1	0,10	2	0,00
Individuals	405	38,90	1 120 930	2,10
Insurance companies	1	0,10	9 375	0,02
Nominees and trusts	589	56,58	10 038 638	18,78
Other corporations	4	0,38	43 172	0,08
Private companies	22	2,11	42 120 906	78,81
Public companies	2	0,19	6 565	0,01
	1 041	100,00	53 443 500	100,00

	Number of shares	%
Shareholders, other than directors, with an interest above 5% in stated capital		
Landswyd Beleggings Proprietary Limited	25 340 209	47,41
Namprop Proprietary Limited	6 254 503	11,70
Trocor Proprietary Limited	5 922 364	11,08
PC Investment Holdings Proprietary Limited	4 070 109	7,62

As at 31 March, the directors, prescribed officers and their associates (as defined in terms of the JSE Listings Requirements) had the following direct and indirect beneficial interest in the stated capital of the company:

	Number of shares	
	2022	2021
Direct interests		
Professor Barend J Willemse	50 000	50 000
Eckhart H Prozesky	425 000	425 000
Stephanus J Gerber	–	158 000
Indirect interests		
Professor Barend J Willemse	45 165	45 165
Nicolaas C Tromp, Gerard R de V Tromp and Philippus J de W Tromp	41 998 459	41 308 362
	42 518 624	41 986 527

There have been no changes in directors' interests between the financial year end and the date of approval of the annual financial statements.



DIRECTORS' REPORT continued

Analysis of executive directors' share options as at 31 March 2022

There were no outstanding share options at year end held by the directors in the current or prior financial year.

Stated capital

There were no changes in stated capital during the current and prior financial year.

The 196 556 500 (2021: 196 556 500) unissued ordinary shares are under the control of the directors in terms of a resolution of shareholders passed at the last annual general meeting and in terms of the MOI, but subject to compliance with the relevant regulations, i.e. the Companies Act of South Africa and the JSE Listings Requirements.

Dividends

Final dividend

The board, within its discretion, has declared a final dividend of 3,00 cents per Nictus ordinary share (ordinary share) (2021: 5,00 cents per ordinary share) for the year ended 31 March 2022, to all ordinary shareholders recorded in the books of Nictus at the close of business on Friday, 22 July 2022 which will be paid on Monday, 25 July 2022.

The cash dividend timetable is structured as follows:

- The declaration date is Thursday, 30 June 2022;
- The last day to trade *cum* dividend in order to participate in the dividend is Tuesday, 19 July 2022;
- The shares commence trading *ex-dividend* from the commencement of business on Wednesday, 20 July 2022;
- The record date is Friday, 22 July 2022; and
- The dividend is to be paid on Monday, 25 July 2022.

Shares will not be rematerialised or dematerialised between Wednesday, 20 July 2022 and Friday, 22 July 2022, both days inclusive.

Events after the reporting date

The directors are not aware of any matter or circumstances since the end of the financial year and up to the date of this report which require adjustments to or disclosure in the financial statements.

Secretary

Veritas Eksekuteurskamer Proprietary Limited
Block C, 1st floor
The Main Straight Office Park, 392 Main Road
Bryanston, Gauteng 2191
PO Box 2878, Randburg 2125

Registered offices

Republic of South Africa

Nictus Limited
Block C, 1st floor
The Main Straight Office Park, 392 Main Road
Bryanston, Gauteng 2191
PO Box 2878, Randburg 2125

Namibia

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

22 June 2022

INDEPENDENT AUDITOR'S REPORT

to the shareholders of Nictus Limited

Report on the audit of the consolidated and separate financial statements

Our opinion

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Nictus Limited (the Company) and its subsidiaries (together the Group) as at 31 March 2022, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

What we have audited

Nictus Limited's consolidated and separate financial statements set out on pages 42 to 110 comprise:

- the consolidated and separate statements of financial position as at 31 March 2022;
- the consolidated and separate statements of profit or loss and comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

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 financial statements* section of our report.

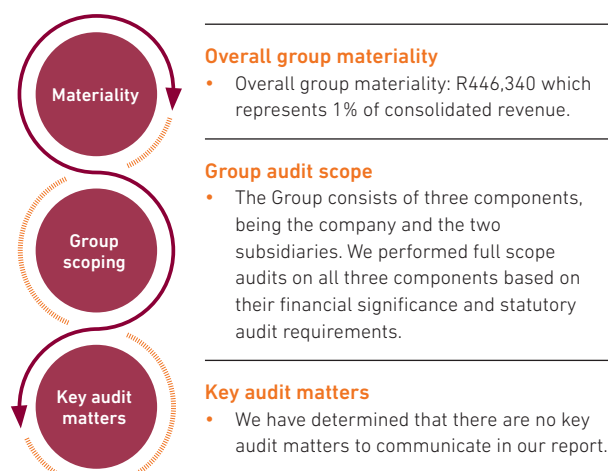
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (including *International Independence Standards*).

Our audit approach

Overview



As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated and separate financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.



INDEPENDENT AUDITOR'S REPORT continued

Overall group materiality	R446,340
How we determined it	1% of consolidated revenue
Rationale for the materiality benchmark applied	We selected consolidated revenue as our materiality benchmark because, in our view, it reflects the activity levels of the Group and it is a benchmark against which the performance of the Group can be consistently measured in circumstances of volatile year-on-year earnings. This benchmark has remained a key driver of the Group's business. We chose 1% based on our professional judgement, after consideration of the range of quantitative materiality thresholds that we would typically apply when using revenue to compute materiality.

How we tailored our group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The Group consists of three components, being the company and two subsidiaries. We performed full scope audits on all three components based on their financial significance and statutory audit requirements.

In establishing the overall approach to the Group audit, we determined the type of work that needed to be performed by us, as the group engagement team for both the group and the components. All testing was performed centrally by the group audit team. By performing the procedure outlined above, we obtained sufficient and appropriate audit evidence regarding the financial information of the Group to provide a basis for our opinion on the consolidated financial statements as a whole.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Nictus Limited Integrated Annual Report for the year ended 31 March 2022" which includes the Directors' Report, the Audit and Risk Committee Report and the Certificate of the Company Secretary as required by the Companies Act of South Africa. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate 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 financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, 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 financial statements

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

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and/or the 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 financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 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 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 the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the 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 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/or Company to cease to continue as a going concern.

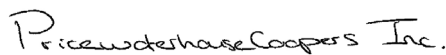
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain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

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 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.

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PricewaterhouseCoopers Inc. has been the auditor of Nictus Limited for 3 years.



PricewaterhouseCoopers Inc.

Director: Jorge Goncalves

Registered Auditor

Johannesburg, South Africa

22 June 2022

The examination of controls over the maintenance and integrity of the Group's website is beyond the scope of the audit of the financial statements. Accordingly, we accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.



STATEMENTS OF FINANCIAL POSITION

as at 31 March 2022

Figures in R'000	Note(s)	GROUP		COMPANY	
		2022	2021	2022	2021
Assets					
Non-current assets					
Property, plant and equipment	3	2 265	15 132	247	351
Investment property	4	13 250	–	–	–
Intangible assets	5	22	251	22	22
Investments in subsidiaries	6	–	–	74 409	73 100
Right-of-use assets	7	11 569	10 045	1 832	2 396
Investments	8	26 513	26 177	5 998	5 338
Deferred tax assets	9	455	83	–	–
Trade, insurance and other receivables	12	4 389	5 556	–	–
		58 463	57 244	82 508	81 207
Current assets					
Inventories	10	9 345	10 176	–	6
Trade, insurance and other receivables	12	361 162	346 906	14 815	14 308
Investments	8	208 379	180 151	–	–
Cash and cash equivalents	13	72 643	76 679	6 793	9 713
Current tax receivable	25	3	–	–	–
		651 532	613 912	21 608	24 027
Total assets		709 995	671 156	104 116	105 234
Equity and liabilities					
Equity					
Stated capital	14	25 969	25 969	25 969	25 969
Revaluation reserve	15	1 152	1 152	–	–
Retained earnings		78 844	76 474	71 103	71 211
		105 965	103 595	97 072	97 180
Liabilities					
Non-current liabilities					
Deferred tax liabilities	9	3 333	2 609	2 889	2 609
Lease liabilities	7	8 876	8 506	1 482	1 995
		12 209	11 115	4 371	4 604
Current liabilities					
Loans from group companies	11	–	–	–	139
Trade and other payables	16	8 283	10 769	2 160	2 872
Insurance contract liabilities	17	580 102	544 047	–	–
Lease liabilities	7	3 436	1 630	513	439
		591 821	556 446	2 673	3 450
Total liabilities		604 030	567 561	7 044	8 054
Total equity and liabilities		709 995	671 156	104 116	105 234

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 March 2022

Figures in R'000	Note(s)	GROUP		COMPANY	
		2022	2021	2022	2021
Revenue	18	42 867	55 919	14 600	20 100
Effective interest revenue		1 767	1 996	–	–
Total revenue		44 634	57 915	14 600	20 100
Cost of sales		(23 112)	(26 243)	–	–
Gross profit		21 522	31 672	14 600	20 100
Other income	19	1 493	1 012	543	371
Investment income from operations	21	31 999	39 688	1 165	1 275
Notional interest allocation	17	(12 702)	(15 070)	–	–
Claims paid	17	(1 690)	(11 725)	–	–
Operating expenses	20	(20 842)	(19 841)	(5 734)	(3 740)
Administrative expenses	20	(13 450)	(14 060)	(7 306)	(8 482)
Profit before finance expenses and taxation		6 330	11 676	3 268	9 524
Finance expenses	22	(869)	(212)	(424)	(378)
Profit before taxation		5 461	11 464	2 844	9 146
Taxation (expense)/credit	23	(419)	(1 842)	(280)	506
Profit for the year		5 042	9 622	2 564	9 652
Other comprehensive income for the year, net of tax		–	–	–	–
Total comprehensive income for the year		5 042	9 622	2 564	9 652
Profit attributable to:					
Owners		5 042	9 622	2 564	9 652
Total comprehensive income attributable to:					
Owners		5 042	9 622	2 564	9 652
Basic earnings per share (cents)	36	9,43	18,00		
Diluted basic earnings per share (cents)	36	9,43	18,00		



STATEMENTS OF CHANGES IN EQUITY

for the year ended 31 March 2022

Figures in R'000	GROUP			
	Stated capital	Revaluation reserve	Retained earnings	Total equity
Balance as at 1 April 2020	25 969	1 152	68 434	95 555
<i>Total comprehensive income for the year</i>				
Profit for the year	–	–	9 622	9 622
Total comprehensive income for the year	–	–	9 622	9 622
<i>Transactions with the owners of the company</i>				
Distributions to the owners of the company				
Dividends paid	–	–	(1 603)	(1 603)
Prescribed dividends	–	–	21	21
Total transactions with the owners of the company	–	–	(1 582)	(1 582)
Balance as at 31 March 2021	25 969	1 152	76 474	103 595
<i>Total comprehensive income for the year</i>				
Profit for the year	–	–	5 042	5 042
Total comprehensive income for the year	–	–	5 042	5 042
<i>Transactions with the owners of the company</i>				
Distributions to the owners of the company				
Dividends paid	–	–	(2 672)	(2 672)
Total transactions with the owners of the company	–	–	(2 672)	(2 672)
Balance as at 31 March 2022	25 969	1 152	78 844	105 965
Note(s)	14	15		

Figures in R'000	COMPANY		
	Stated capital	Retained earnings	Total equity
Balance as at 1 April 2020	25 969	63 141	89 110
<i>Total comprehensive income for the year</i>			
Profit for the year	–	9 652	9 652
Total comprehensive income for the year	–	9 652	9 652
<i>Transactions with the owners of the company</i>			
Distributions to the owners of the company			
Dividends paid	–	(1 603)	(1 603)
Prescribed dividends	–	21	21
Total transactions with the owners of the company	–	(1 582)	(1 582)
Balance as at 31 March 2021	25 969	71 211	97 180
<i>Total comprehensive income for the year</i>			
Profit for the year	–	2 564	2 564
Total comprehensive income for the year	–	2 564	2 564
<i>Transactions with the owners of the company</i>			
Distributions to the owners of the company			
Dividends paid	–	(2 672)	(2 672)
Total transactions with the owners of the company	–	(2 672)	(2 672)
Balance as at 31 March 2022	25 969	71 103	97 072

Note

14



STATEMENTS OF CASH FLOWS

for the year ended 31 March 2022

Figures in R'000	Note(s)	GROUP		COMPANY	
		2022	2021	2022	2021
Cash flows from operating activities					
Cash (utilised by)/generated from operations	24	(406)	(33 272)	115	(1 646)
Interest received		29 263	34 551	374	473
(Acquisition)/disposal of investments		(18 464)	14 433	–	–
Short-term investments at amortised cost (invested)/disinvested		(7 173)	8 062	–	–
Dividends received		559	777	131	7 668
Dividends paid		(2 672)	(1 603)	(2 672)	(1 603)
Finance expenses paid		(869)	(212)	(424)	(378)
Tax (paid)/refund received	25	(70)	68	–	–
Net cash generated from/(utilised in) operating activities		168	22 804	(2 476)	4 514
Cash flows from investing activities					
Acquisition of property, plant and equipment	3	(1 777)	(544)	(121)	(103)
Proceeds on sale of property, plant and equipment		255	182	255	140
Acquisition of investments		–	(122)	–	(123)
Net cash (utilised in)/generated from investing activities		(1 522)	(484)	134	(86)
Cash flows from financing activities					
Payment of lease liabilities		(2 682)	(1 655)	(439)	(103)
Repayments to subsidiary companies		–	–	(139)	(270)
Net cash utilised by financing activities		(2 682)	(1 655)	(578)	(373)
Total cash movement for the year		(4 036)	20 665	(2 920)	4 055
Cash and cash equivalents at the beginning of the year		76 679	56 014	9 713	5 658
Total cash and cash equivalents at the end of the year	13	72 643	76 679	6 793	9 713

SIGNIFICANT ACCOUNTING POLICIES

for the year ended 31 March 2022

1. Presentation of the financial statements

Nictus Limited (Nictus or the company) is a company incorporated and domiciled in the Republic of South Africa. The group annual financial statements as at and for the year ended 31 March 2022 comprise the company and its subsidiaries. Where reference is made to group it should be interpreted as group or company as the context requires.

Nictus is a retailer of household furniture, electrical appliances and home electronics sold through the Nictus Meubels Proprietary Limited brand as well as a non-life insurer through the Corporate Guarantee (South Africa) (RF) Limited brand.

The group and company annual financial statements have been prepared in accordance with and in compliance with IFRS and the interpretations adopted by the International Accounting Standards Board (IASB), the JSE Listings Requirements, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the requirements of the Companies Act of South Africa. They were authorised for issue by the company's board of directors on 22 June 2022.

Basis of measurement

The financial statements have been prepared on the historical cost basis, except for the following material items in the statement of financial position:

- Land and buildings are measured at revalued amounts;
- Investment property;
- Insurance contract liabilities; and
- Financial instruments classified at fair value through profit or loss are measured at fair value.

These accounting policies are consistent with those applied in the previous year, except as indicated otherwise in the case of new accounting standards implemented effective 1 April 2021.

Adoption of new and revised accounting policies

The group is eligible and has elected the temporary exemption from IFRS 9 *Financial Instruments* as the standard will be adopted with IFRS 17 *Insurance Contracts*. Refer to note 32 for more information regarding the latter.

The group was not materially affected by any new and revised accounting standards, amendments to standards or new interpretations during the year.

1.1 Significant judgements and estimates

In preparing the financial statements in conformity with IFRS, management is required to make estimates and assumptions that affect the application of accounting policies and the amounts represented in the financial statements and related disclosures. Use of available information, historical experience and various other factors that are believed to be reasonable in the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the financial statements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statement is included in the following notes:

- Note 1.17 – Classification of insurance contracts;
- Note 9 – Utilisation of tax losses; and
- Note 13 – Classification of cash and cash equivalents.

Classification of insurance contracts

A significant judgement area for the group is whether a contingency 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 group as well as the accounting standard that is relevant to the arrangement.

The group issues contingency policies, while also offering loans (secured advances) to certain policyholders. The policyholders may cede their contingency policies as security for these secured advances.

The group considers whether the contingency policies transfer significant insurance risk to the group. In performing this assessment, management needs to identify all contracts that are entered into simultaneously with a single counterparty (or contracts that are otherwise interdependent), as these form a single contract.

The settlement amounts payable to the policyholders under the contingency policies depend on whether the policyholders also entered into secured advances. The outstanding secured advance balances are settled before the group settles the liabilities under the contingency policies. These agreements



SIGNIFICANT ACCOUNTING POLICIES continued

for the year ended 31 March 2022

are therefore interdependent, as the value of the net policyholder liabilities depend on the value of the outstanding secured advances. Management has concluded on this basis that these agreements form a single unit of account.

The arrangement with the policyholder is regarded as a single contract when determining whether significant insurance risk is transferred to the group. The group assessed that the single contracts do transfer significant insurance risk to the group. The contracts are therefore in the scope of IFRS 4, the insurance standard. If these were not considered to form a single contract, the secured advances would have been accounted for under IAS 39, the financial instruments standard, separately from the contingency policies. (Refer to accounting policy 1.6 for the accounting treatment of the secured advance component and accounting policy 1.17 for the accounting treatment of the insurance contract component.)

Utilisation of tax losses

Judgement is required in determining the recognition of 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 future taxable profits will be available against which the deductible temporary differences and tax losses can be utilised. Assessing the recoverability of deferred income tax assets requires the group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws.

Classification of cash and cash equivalents

Judgement is required in determining the appropriate classification of unit trust investments held by the group based on the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For a unit trust investment to qualify as a cash equivalent it must be readily convertible to a known amount of cash and be subject to an insignificant risk of changes in value. The group considers factors including but not limited to the unit trust fund objective, the liquidity provided by the unit trust, day-to-day unit price fluctuations, the group's investment purpose, frequency of transactions (investments/withdrawals) and the underlying maturity profile of instruments that constitute the unit trust investment, when determining the appropriate classification.

1.2 Investments in subsidiaries

Subsidiaries are entities controlled by the group. The group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has

the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the group financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised gains and losses or income and expenses arising from intra-group transactions, are eliminated in preparing the group financial statements.

Investments in subsidiaries are stated at cost less accumulated impairment losses in the company financial statements.

When the group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

1.3 Property, plant and equipment

Items of property, plant and equipment are measured at cost/revalued amounts less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment is recognised as an asset when:

- It is probable that future economic benefits associated with the item will flow to the group; and
- The cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost.

Costs include costs incurred initially that are directly attributable to the acquisition of an item of property, plant and equipment.

Only land and buildings are carried at revalued amounts, determined from market-based evidence by appraisals undertaken by professional valuers at least every five years or as required on an *ad hoc* basis and by the group's directors' valuation on an annual basis, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Formal revaluations are performed annually by the directors such that the carrying amount does not differ materially from that which would be determined using fair value at the reporting date.

Any increase in an asset's carrying amount, as a result of a revaluation, is recognised in other comprehensive income and accumulated in the revaluation reserve in equity. The increase is recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss.

Any decrease in an asset's carrying amount, as a result of a revaluation, is recognised in profit or loss in the current period. The decrease is recognised in other comprehensive income to the extent of any credit balance existing in the revaluation surplus in respect of that asset. The decrease recognised in other comprehensive income reduces the amount accumulated in the revaluation reserve in equity.

On the subsequent sale or retirement of revalued property, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained earnings.

Subsequent costs

The group recognises, in the carrying amount of an item of property, plant and equipment, the cost of replacing part of such item when that cost is incurred and if it is probable that the future economic benefits embodied with the item will flow to the group and the cost of the item can be measured reliably. All other costs are recognised in profit or loss as an expense as incurred.

Depreciation

Depreciation is recognised in profit or loss and is calculated on the depreciable amount on a straight-line basis over the estimated useful life of each major component of an item of property, plant and equipment. Items of property, plant and equipment are depreciated from the date they are installed and are ready for use. Land is not depreciated.

The depreciable amount is the difference between the cost of an item of property, plant and equipment and its residual value.

Residual value is the estimated amount that the group would currently obtain from disposal of the item of property, plant and equipment, after deducting the estimated costs of disposal, if the item of property, plant and equipment was already of age in the condition expected at the end of its useful life.

The estimated useful lives for current and comparative years are as follows:

Item	Average useful life
Buildings	50 years
Motor vehicles	5 years
Leasehold improvements	Over the lease term
Plant and machinery	3 to 20 years
Furniture and fittings	3 to 10 years
Generator equipment	15 years
Shop fittings	3 years
Solar equipment	5 years
Office equipment	3 to 5 years

The depreciation method, residual value and the useful life of each item of property, plant and equipment are reviewed at each reporting date and adjusted if appropriate.

The gain or loss arising from the derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised. The gain or loss arising from the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

1.4 Earnings and diluted earnings per share

The group presents earnings per share and diluted earnings per share data for its ordinary shares. Earnings per share 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.

Diluted earnings per share is calculated by dividing profit or loss attributable to ordinary shareholders of the company, after the adjustment for the effects of all dilutive potential ordinary shares, by the weighted average number of ordinary shares outstanding during the period.

1.5 Intangible assets

An intangible asset is recognised when:

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

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

Acquired computer software is capitalised as an intangible asset at cost where the recognition criteria are met. External costs that are directly associated with the development and production of identifiable computer software products controlled by the company, and that will probably generate economic benefits exceeding one year, are recognised as intangible assets.

Recognition of costs in the carrying amount of computer software ceases when the computer software is in a condition necessary for it to be capable of operating in the manner intended by management.

Costs associated with maintaining computer software programs are capitalised as intangible assets only if they qualify for recognition. In all other cases these costs are recognised as an expense as incurred.

Amortisation is provided on a straight-line basis in profit or loss over their estimated useful lives to their residual values from the date they are available for use.



SIGNIFICANT ACCOUNTING POLICIES continued

for the year ended 31 March 2022

The estimated useful lives for the current and comparative years are as follows:

Item	Useful life
Computer software	3 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. The gain or loss arising from the derecognition of an intangible asset is included in profit or loss when the item is derecognised. The gain or loss arising from the derecognition of an intangible asset is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

1.6 Financial instruments

Non-derivative financial instruments

Initial recognition

Financial instruments are recognised when, and only when, the group becomes party to the contractual provisions of the particular instrument. Regular purchases and sales of financial assets are accounted for at trade date i.e. the date that the group commits itself to purchase or sell the asset.

Derecognition

Financial assets are derecognised if the group's contractual rights to the cash flows arising from the financial asset have expired or if the group transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Financial liabilities are derecognised if the group's obligations specified in the contract expire or are discharged or cancelled.

Initial measurement

Non-derivative financial instruments comprise short-term investments, financial instruments at fair value through profit or loss, loans and receivables, trade and other receivables, cash and cash equivalents, interest-bearing borrowings and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs.

Subsequent measurement

Subsequent to initial recognition, non-derivative financial instruments are measured as set out below. Non-derivative financial instruments that are of a short-term nature are not discounted due to the insignificance of the difference between the carrying value and the fair value. The carrying value less impairment allowance of short-term trade receivables and the carrying value of short-term payables are deemed to approximate their fair values. The fair value of financial instruments for disclosure purposes is estimated by discounting the future contractual cash flows at the current

market interest rate that is available to the group for similar financial instruments.

Trade, insurance and other receivables

Trade, insurance and other receivables are measured at amortised cost less impairment losses.

Secured advances, included in trade, insurance and other receivables, and contingency policies form single insurance contracts in scope of IFRS 4 (refer to accounting policy 1.17). The secured advances components are included in, and measured as, trade, insurance and other receivables based on the group's accounting policy.

Short-term investments

Short-term investments consist of short-term deposits with an original maturity date of more than three months. Short-term investments are measured at amortised cost.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and deposits with an original maturity date of less than three months. Unit trusts, where the majority of the underlying instruments have original maturities of less than three months, and the investment is made to meet short-term operational obligations as they fall due, will be classified as cash and cash equivalents. Cash and cash equivalents are measured at amortised cost.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are measured at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest basis.

Loans from group companies are classified as financial liabilities at amortised cost.

Trade and other payables

Trade and other payables are carried at amortised cost using the effective interest method.

Financial instruments at fair value through profit or loss

Investments at fair value through profit or loss

An instrument is classified at fair value through profit or loss if it is held-for-trading or is designated as such upon initial recognition.

Financial instruments are designated at fair value through profit or loss if the group manages such investments and makes purchase and sale decisions based on their fair value. Upon initial recognition, attributable transaction costs are recognised in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value and changes therein are recognised in profit or loss.

Listed investments held by the group are classified at fair value through profit or loss. The fair values are calculated by reference to stock exchange market prices and/or the market value of debt securities, the latter being quoted on the JSE Debt Market, at the close of business on the reporting date.

The underlying instruments of the unit trust investments consist of investments in money market instruments, listed debt securities and listed equities. These investments are fair valued based on the quoted or published closing market price per unit at the close of business on the reporting date.

Fair value estimation

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measure date in the principal or in its absence, the most advantageous market to which the group has access at that date. The fair value of a liability reflects its non-performance risk.

The fair value of financial instruments traded in active markets (such as trading securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the group is the current closing price as reflected on the recognised exchange.

The group measures fair values using the following fair value hierarchy that reflects the significance of the inputs in making the measurements.

Level 1: Quoted market price in an active market for an identical instrument.

Level 2: Valuation techniques based on observable inputs either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation techniques include inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation.

1.7 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 a business combination or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable or receivable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not provided for:

- The initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- Temporary differences relating to investments in subsidiaries to the extent that the group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset the current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

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 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.

The company withholds dividends tax on behalf of its shareholders at a rate of 20% on dividends declared unless shareholders are exempt. Amounts withheld are not recognised as part of the company's tax charge, but rather as part of the dividend paid recognised directly in equity.

Where withholding tax is withheld on dividends received, the dividend is recognised as the gross amount with the related withholding tax recognised as part of the tax expense unless it is otherwise reimbursable, in which case it is recognised as an asset.



SIGNIFICANT ACCOUNTING POLICIES continued

for the year ended 31 March 2022

1.8 Leases

The company 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/company 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 company is a lessee, except for short-term leases of 12 months or less, or leases of low-value assets. For these leases, the company recognises the lease payments as an operating expense (note 7) 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 company is a lessee are presented in note 7 Leases (group as lessee).

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; and
- Lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option.

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 22).

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.

Right-of-use assets

Lease payments included in the measurement of the right-of-use assets comprise the following:

- The initial amount of the corresponding lease liability;
- Any lease payments made at or before the commencement date; and
- Any initial direct costs incurred.

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

The right-of-use asset is presented as a separate line item on the statement of financial position.

Right-of-use assets are depreciated over the shorter period of the lease term and 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.

1.9 Inventories

Inventories are measured at the lower of cost and net realisable value. The technique for the measurement of the cost of inventories is the standard cost method. The cost formula applied is the weighted average cost.

The cost of retail inventory – inventory held by the furniture retail segment – comprises all costs incurred to procure and deliver the inventories to the retail stores.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated selling costs.

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

Obsolete, damaged and slow-moving retail inventory is identified on a continuous basis and written down to its net realisable value.

1.10 Impairment of assets

Non-derivative financial assets

Financial assets not classified at fair value through profit or loss are assessed for impairment at each reporting date to determine whether there is any objective evidence that they are impaired.

A financial asset is considered to be impaired if objective evidence indicates that one or more events that occurred after the initial recognition of the asset have had a negative effect on the estimated future cash flows of that asset.

Financial assets measured at amortised cost

The group considers evidence of impairment for financial assets measured at amortised cost at both a specific asset and collective level. All individually significant assets are assessed for specific impairment. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Assets that are not individually significant are collectively assessed for impairment by grouping together assets with similar risk characteristics.

In assessing collective impairment, the group uses historical trends of the probability of default, the timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Losses are recognised in profit or loss and reflected in the allowance account against loans and receivables. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is recognised in profit or loss.

Indicators of impairment

Objective evidence that financial assets are impaired includes:

- Default or delinquency by a debtor;
- Restructuring of an amount due to the group on terms that the group would not otherwise consider;
- Indications that a debtor will enter bankruptcy;
- Adverse changes in the payment status of borrowers or issuers; or

- Observable data indicating that there is a measurable decrease in expected cash flows from a group of financial assets.

Non-financial assets

The carrying amounts of the group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent that it reverses a previous revaluation on the same asset.

A cash-generating unit is a group of assets that are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit (group of units) on a *pro rata* basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.11 Stated capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

1.12 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits (those employee benefits other than termination benefits) that are expected to



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be settled wholly before 12 months after the reporting date are recognised in profit or loss in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement.

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

1.13 Revenue

The group's revenue comprises the following:

- Revenue from contracts with customers:
 - Sale of goods;
 - Rendering of services; and
 - Finance income on instalment sales.
- Insurance-related revenue:
 - Earned premium income.

The company's revenue comprises the following:

- Management fees from wholly-owned subsidiaries; and
- Dividends received from wholly-owned subsidiaries.

Group

Sale of goods, rendering of services and finance income on instalment sales

A subsidiary is in the business of furniture retail. Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the subsidiary company expects to be entitled in exchange for those goods or services.

Revenue from sales of furniture is recognised at the point in time when control of the furniture is transferred to the customer, generally upon the conclusion of the sale transaction inside the furniture store. The group allocates a transaction price to each inventory item – the performance obligation – which depicts the amount of consideration to which the entity expects to be entitled in exchange for transferring the promised goods to the customer.

Revenue in respect of services rendered is recognised at a point in time or over time as the services are rendered. The services predominantly include administration fees, service fees and transport recoveries earned.

Variable consideration

The retail contracts for the sale of furniture provide customers with a right of return. The group undertakes at its election,

either to enforce at the request of the customer any warranty given by any manufacturer or supplier of the goods, or to cede the benefit of such warranty to the customer on such conditions for recession of the warranty as the group may reasonably impose.

If it is probable that trade discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue when the sales are recognised.

Significant financing component

Using the practical expedient in IFRS 15, the group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised goods or service to the customer and the payment by the customer for the goods or service will be less than 12 months.

The group enters into payment arrangements with some of its customers who elect to enter into an instalment sale agreement, for a period up to 24 months, and accordingly charges finance costs on the amount outstanding. Finance income comprises interest on instalment debtors arising from credit sales. The earned portion of interest received is recognised as revenue. Interest is earned from the date that the sales contract is concluded, over the period of the contract, based on the terms and conditions of the instalment sale agreement.

Earned insurance premium

For earned insurance premium recognition and measurement, refer to note 1.17.

Company

Management fees from wholly-owned subsidiaries

The company provides specific management and/or business-related services to its subsidiaries with regard to certain processes and functions. Management fees are recognised as revenue by the company when services are rendered to subsidiaries, predominantly on a month-to-month basis.

Dividend income from wholly-owned subsidiaries

Dividend income from subsidiaries is recognised as revenue in the company financial statements. Dividend income is recognised on the date that the company's right to receive payment is established – the dividend declaration date.

Group and company

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the group performs by transferring goods or services to a

customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company can transfer goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the company performs under the contract.

1.14 Other income

Transactions not recognised as revenue or finance and investment income are classified as other income and include external insurance claims, profit on disposal of property, plant and equipment, diverse recoveries and *ad hoc* rebates received.

Other income is recognised in profit or loss when the right to receive payment is established at the amount receivable.

1.15 Investment income and finance expenses

Investment income comprises interest income, fair value adjustments on funds invested and dividend income. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Investment income on the assets of the insurance segment and the investments of the company are recognised as investment income from operations as investments are part of their day-to-day operations. Dividend income is recognised in profit or loss on the date that the group's right to receive payment is established, which, in the case of quoted securities, is the *ex-dividend* date. Interest and dividend income are presented separately and not as part of the fair value changes of the financial assets measured at fair value through profit or loss.

Financing expenses comprise interest paid on borrowings calculated using the effective interest method.

1.16 Functional and presentation currency

Functional and presentation currency and foreign currency transactions

The company's functional currency is the South African Rand. The financial statements have been presented in South African

Rands, rounded to the nearest thousand unless stated otherwise.

Transactions in foreign currencies are translated to the functional currency of the group entities at exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date.

1.17 Classification of insurance policies

In return for payment of an insurance premium, Corporate Guarantee (South Africa) (RF) Limited, a wholly-owned subsidiary of the company and registered South African non-life insurer, undertakes to indemnify the policyholder for loss suffered by reason of the occurrence of any of the event(s) defined in the multi-peril contingency policy (policy or policies), occurring during the period of insurance, in accordance with the terms and conditions of the policy, by payment up to the policy indemnity limit or, at the insurer's sole discretion, by replacement, reinstatement or repair.

Policies under which the group accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder or other beneficiary if a specified uncertain future event (the insured event) adversely affects the policyholder or other beneficiary are classified as insurance contracts as envisaged by IFRS 4 *Insurance Contracts*.

The contingency policies that the group sells are insurance contracts as envisaged in scope of IFRS 4. A policyholder may also elect to take out a secured advance with the group. The contingency policy is pledged and ceded to the group as security for the secured advance. In terms of the guidance in IFRS 4, 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 (refer to note 1.1 for the information relating to significant judgement). The group's accounting policy is to present separately the secured advances component that forms part of the insurance contracts (refer to accounting policy 1.6) and include it in trade, insurance and other receivables.

The insurance contract liability predominantly consists of the premium provision that relates to the unexpired terms of issued policies which can be accurately measured. The policies are also of a short-term basis, with the period of insurance not exceeding 12 months from issue.

Premiums and renewal premiums

Premiums written comprise the premiums on insurance contracts entered into during the financial year, irrespective



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of whether they relate in whole or in part to a later reporting period. Premiums are disclosed gross of commission payable and exclude value added tax. Premiums written include adjustments to premiums written in prior reporting periods.

The earned portion of premiums received constitute and is recognised as revenue. Premiums are earned from the date of attachment of risk.

Cancellation and expired premiums

Cancellation and expired premiums comprise the premiums on insurance contracts entered into previously, being cancelled in terms of the insurance policy stipulations or the period of insurance expiring in terms of the policy duration. The amount is recognised as an expense on the transaction date. The expensed amount is included in net written premium during the reporting period.

The cancellation and expired premiums reduce the unearned premium provision and impose a corresponding adjustment to reduce the provision of same.

Unearned premium provision

The provision for unearned premiums comprises the proportion of premiums written that relates to the unexpired terms of policies issued reduced by claims incurred, computed separately for each insurance contract.

Claims incurred

Claims incurred consist of claims and claims handling and related expenses paid during the financial year together with the movement in the provision for outstanding claims, including provisions for claims incurred but not yet reported (IBNR), and related expenses together with any other adjustments to claims from previous years. Where applicable, deductions are made for salvage and other recoveries. Outstanding claims comprise provisions for the company's estimate of the undiscounted ultimate cost of settling all claims incurred but unpaid at the reporting date.

Claims incurred are recognised in profit or loss upon receipt of a valid claim in terms of the policy, measured in terms of same, to compensate the policyholder for the adverse effect of the insured event.

While the directors consider that the gross provisions for claims are fairly stated on the basis of the information currently available to them, the ultimate liability will vary as a result of subsequent information and events and may result in significant adjustments to the amounts provided. Adjustments to the amounts of claims provisions established in prior years are reflected in the financial statements for the period in which the adjustments are made and disclosed separately

if material. The methods used to value these provisions, and estimates made, are reviewed regularly.

Liability adequacy test

The liability recognised for insurance contracts is tested for adequacy by discounting current estimates of all future contractual cash flows and comparing this amount to the carrying value of the liability. Where a shortfall is identified, an additional provision is made and the group recognises the shortfall in profit or loss for the year.

Notional interest

Monthly notional interest is allocated to the experience account of the policy. Notional interest is calculated on the positive balance of the experience account, at a rate determined by the group, according to market conditions. The notional interest will not be forfeited, even if claims were made against the experience account – it is always calculated on the remaining balance in the account. The notional interest accrues and is paid to the policyholder on expiry or cancellation of the policy. The notional interest liability is disclosed as part of the insurance contract liability balance and measured in terms of IFRS 4.

Secured advances

Secured advances include advances made to companies, property companies and other entities in the normal course of business of the insurance segment. These advances could be secured by assets, rights to claims in the company, mortgage bonds, pledges and suretyships. Currently, these advances are predominantly secured by policy benefits being ceded to the group. Various repayment terms, none of which exceed 12 months, and interest rates apply. Cash flows with regard to secured advances are solely payments of principal and interest on the principal amount outstanding. In its current form, these secured advances are closely linked to the policies and accounted for separately from same in terms of IFRS 4.

1.18 Segment 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 and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the group's managing director, who is the chief operating decision maker, to make decisions pertaining to resources to be allocated to the segment and to assess its performance.

Segment results

Segment results consist of segment revenue less segment expenses.

Segment revenue

Segment revenue consists of revenue reported in the group's profit or loss that is directly attributable to a segment and the relevant portion of group revenue that can be allocated on a reasonable basis to a segment, whether from sales to external customers or from transactions with other segments of the group, but excluding non-specific revenue interest or dividend income and also excluding gains on sales of investments or gains on extinguishments of debt (unless the segment's operations are primarily of a financial nature).

Segment expense

Segment expense consists of expenses resulting from the operating activities of a segment that are directly attributable to the segment and the relevant portion of expenses that can be allocated on a reasonable basis to the segment, including expenses relating to sales to external customers and expenses relating to transactions with other segments within the group, excluding non-operating interest incurred, losses on sales of investments or losses on extinguishments of debt (unless the segment's operations are primarily of a financial nature) and income tax.

General administrative expenses, such as head office expenses, and other expenses that arise at group level and relate to the group as a whole, are also excluded from segment expense. Costs incurred at group level on behalf of a segment, however, are included in segment expense if they relate to the segment's operating activities and they can be directly attributed or allocated to the segment on a reasonable basis.

Segment assets

Segment assets consist of those assets that are employed by a segment in its operating activities and are either directly attributable to the segment or can be allocated on a reasonable basis.

Segment liabilities

Segment liabilities consist of those operating liabilities that result from the operating activities of a segment that are either directly attributable to the segment or can be allocated on a reasonable basis to the segment.

1.19 Determination of fair values

A number of the group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been

determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Property, plant and equipment

The fair value of land and buildings is estimated by using a combination of the income capitalisation method and the depreciated replacement value method. This method requires the net annual income generated by the property, based on market trends, to be capitalised at an appropriate rate of return to reflect risk, specific investment demands and the overall condition of the structures. The group uses alternative valuation methods where deemed more appropriate at the financial position reporting date.

Investment property

The fair value of investment property is determined using available information on a case-by-case basis. The group will use alternative valuation methods where deemed more appropriate at the financial position reporting date. Details are disclosed in note 4 regarding the determination of fair value in the current financial year.

Investments in equity, debt securities and unit trusts

The fair value of financial assets at fair value through profit or loss is determined by reference to their quoted closing market price at the reporting date.

The fair values of the financial assets were determined as follows:

- The fair values of listed or quoted investments are based on the quoted closing market prices;
- The fair values of debt securities are based on the quoted closing market prices as reflected on the JSE Debt Market. The securities are regularly traded on the active market; and
- The fair values of the unit trust investments are based on the quoted put (exit) price provided or published by the fund manager.

1.20 Company-specific accounting policies

Financial instruments

Financial instruments are recognised when, and only when, the company becomes party to the contractual provisions of the particular instrument.

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the



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risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The company enters into transactions whereby it transfers assets recognised in the statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

The company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire. The company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Non-derivative financial instruments

Recognition and initial measurement

Non-derivative financial assets comprise investments, trade and other receivables and cash and cash equivalents. The company initially recognises trade receivables on the date that these are originated. All other financial assets are recognised on the trade date, which is the date that the company becomes party to the contractual provisions of the instrument.

A trade receivable and loans and receivables without a significant financing component are initially measured at the transaction price. Other financial assets are initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at amortised cost, debt investments at fair value through other comprehensive income, equity instruments at fair value through other comprehensive income, or at fair value through profit or loss.

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The objective of the company's business model in relation to all financial assets is to hold assets to collect contractual cash flows. In assessing whether the contractual cash flows

are solely payments of principal and interest, the company considers the contractual terms of the instrument.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at fair value through profit or loss:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

In assessing whether the contractual cash flows are solely payments of principal and interest, the company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the company considers:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable rate features;
- Prepayment and extension features; and
- Terms that limit the company's claim to cash flows from specified assets (e.g. non-recourse features).

For purposes of this assessment, "principal" is defined as the fair value of the financial asset on initial recognition. "Interest" is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by the loss allowances for expected credit losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial assets at amortised cost comprise trade and other receivables, loans to group companies and cash and cash equivalents.

Financial liabilities at amortised cost

Trade and other payables are recognised when the company becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

Trade and other payables 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.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in profit or loss in finance expenses.

Trade and other payables expose the company to liquidity risk and possibly to interest rate risk. Refer to note 29 for details of risk exposure and the management thereof.

Financial assets at fair value through profit or loss

All financial assets not classified as measured at amortised cost or at fair value through other comprehensive income as described above are measured at fair value through profit or loss. On initial recognition, the company may irrevocably designate a financial asset at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Impairment of assets

Non-derivative financial assets

The company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

Loss allowances for trade receivables without a significant financing component are measured at an amount equal to lifetime expected credit losses. The company has elected to measure loss allowances for trade receivables which have a significant financing component at an amount equal to lifetime expected credit losses. Loss allowances for other financial assets measured at amortised cost are measured at an amount equal to 12-month expected credit losses, unless there has been a significant increase in credit risk since initial recognition in which case the loss allowance is measured at an amount equal to lifetime expected credit losses.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when

estimating expected credit losses, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and includes forward-looking information. The company assumes that the credit risk on trade and other receivables has increased significantly if it is more than 30 days past due. The company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the company in full, or the financial asset is more than 90 days past due.

At each reporting date, the company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
- A breach of contract such as a default or being more than 90 days past due;
- The restructuring of a loan or advance by the group on terms that the company would not consider otherwise;
- It is probable that the borrower will enter bankruptcy or other financial reorganisation; and
- The disappearance of an active market for a security because of financial difficulties.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. The 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the group is exposed to credit risk.

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the group expects to receive). Expected credit losses are discounted at the effective interest rate of the financial asset.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.



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for the year ended 31 March 2022

2. New standards and interpretations not yet effective

At the date of authorisation of the group annual financial statements and company annual financial statements for the year ended 31 March 2022, the following standards and interpretations were in issue, but not yet effective:

	Standard/interpretation	Effective date: years beginning on or after
IFRS 3 amendment	<i>Definition of a Business Combination</i>	Annual periods beginning on or after 1 April 2022*
IAS 16 amendments	<i>Amendments to Property, Plant and Equipment on Proceeds before Intended Use</i>	Annual periods beginning on or after 1 April 2022*
IAS 37 amendments	<i>Amendments on Onerous Contracts – Cost of Fulfilling a Contract</i>	Annual periods beginning on or after 1 April 2022*
Various standards	<i>Annual improvements cycle 2018 – 2020</i>	Annual periods beginning on or after 1 April 2022*
IAS 1	<i>Amendment to IAS 1 Presentation of Financial Statements on Classification of Liabilities as Current or Non-current</i>	Annual periods beginning on or after 1 April 2023*
IAS 12	<i>Amendments to IAS 12, Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	Annual periods beginning on or after 1 April 2023*
IAS 1, Practice statement 2 and IAS 8	<i>Narrow scope amendments to IAS 1 Presentation of Financial Statements, Practice statement 2 and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors</i>	Annual periods beginning on or after 1 April 2023*
IFRS 17	<i>Insurance Contracts</i>	Annual periods beginning on or after 1 April 2023*
IFRS 9	<i>Financial Instruments</i>	Annual periods beginning on or after 1 April 2023*

* All standards and interpretations will be adopted at their effective date despite early application being permitted under IFRS (except for those standards and interpretations that are not applicable to the entity).

The directors are of the opinion that the impact of the application of the remaining standards and interpretations will be as follows:

Amendment to IFRS 3 *Definition of a Business Combination*

The IASB has updated IFRS 3 *Business Combinations* to refer to the 2018 Conceptual Framework for Financial Reporting in order to determine what constitutes an asset or a liability in a business combination.

In addition, the IASB added a new exception in IFRS 3 for liabilities and contingent liabilities. The exception specifies that for some types of liabilities and contingent liabilities, an entity applying IFRS 3 should instead refer to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, or IFRIC 21 *Levies*, rather than the 2018 Conceptual Framework.

The IASB has also clarified that the acquirer should not recognise contingent assets, as defined in IAS 37, at the acquisition date.

The impact on the financial statements of the group is not expected to be significant and the application of this standard will be done on a case-by-case basis.

2. New standards and interpretations not yet effective continued

Amendments to IAS 16 *Property, Plant and Equipment* on Proceeds before Intended Use

The amendment to IAS 16 prohibits an entity from deducting from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use (e.g. the proceeds from selling samples produced when testing a machine to see if it is functioning properly). The proceeds from selling such items, together with the costs of producing them, are recognised in profit or loss.

No impact on the financial statements of the group is expected.

Amendments to IAS 37 *Onerous Contracts* – Cost of Fulfilling a Contract

The amendment clarifies which costs an entity includes in assessing whether a contract will be loss-making. This assessment is made by considering unavoidable costs, which are the lower of the net cost of exiting the contract and the costs to fulfil the contract. The amendment clarifies the meaning of “costs to fulfil a contract”. Under the amendment, costs to fulfil a contract include incremental costs and the allocation of other costs that relate directly to fulfilling the contract.

The impact on the financial statements of the group is not expected to be significant and the application of this standard will be done on a case-by-case basis.

Annual improvements cycle 2018 – 2020

These amendments include the following minor changes:

- IFRS 1 *First-time Adoption of IFRS* has been amended for a subsidiary that becomes a first-time adopter after its parent. The subsidiary may elect to measure cumulative translation differences for foreign operations using the amounts reported by the parent at the date of the parent’s transition to IFRS;
- IFRS 9 *Financial Instruments* has been amended to include only those costs or fees paid between the borrower and the lender in the calculation of “the 10% test” for derecognition of a financial liability. Fees paid to third parties are excluded from this calculation;
- IFRS 16 *Leases* – amendment to the illustrative example 13 that accompanies IFRS 16 to remove the illustration of payments from the lessor relating to leasehold improvements. The amendment intends to remove any potential confusion about the treatment of lease incentives; and
- IAS 41 *Agriculture* has been amended to align the requirements for measuring fair value with those of IFRS 13. The amendment removes the requirement for entities to exclude cash flows for taxation when measuring fair value.

The impact on the financial statements of the group is not expected to be significant and the application of these amendments will be done on a case-by-case basis.

Amendment to IAS 1 *Presentation of Financial Statements* on Classification of Liabilities as Current or Non-current

The IASB issued a narrow scope amendment to IAS 1 *Presentation of Financial Statements* to clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the “settlement” of a liability.

The impact on the financial statements of the group is not expected to be significant and the application of this standard will be done on a case-by-case basis.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

2. **New standards and interpretations not yet effective** continued

Amendments to IAS 12 *Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

These amendments should be applied for annual periods beginning on or after 1 January 2023. Earlier application is permitted.

The impact on the financial statements of the group is not expected to be significant and the application of this standard will be done on a case-by-case basis.

Narrow scope amendments to IAS 1 *Presentation of Financial Statements*, Practice statement 2 and IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*

The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish changes in accounting policies from changes in accounting estimates.

These amendments should be applied for annual periods beginning on or after 1 January 2023. Earlier application is permitted.

The impact on the financial statements of the group is not expected to be significant and the application of this standard will be done on a case-by-case basis.

IFRS 17 *Insurance Contracts*

IFRS 17 supersedes IFRS 4 *Insurance Contracts* and aims to increase comparability and transparency about profitability.

The new standard introduces a new comprehensive model (general model) for the recognition and measurement of liabilities arising from insurance contracts. In addition, it includes a simplified approach and modifications to the general measurement model that can be applied in certain circumstances and to specific contracts, such as:

- Insurance contracts issued;
- Reinsurance contracts held;
- Direct participating contracts; and
- Investment contracts with discretionary participation features.

Under the new standard, investment components are excluded from insurance revenue and service expenses. Entities can also choose to present the effect of changes in discount rates and other financial risks in profit or loss or other comprehensive income.

The new standard includes various new disclosures and requires additional granularity in disclosures to assist users to assess the effects of insurance contracts on the entity's financial statements.

2. New standards and interpretations not yet effective continued

IFRS 17 Insurance Contracts continued

A subsidiary, being an insurance company, in conjunction with a suitable external IFRS advisor, is currently in the process of determining the impact of IFRS 17; the process should be completed by September 2022. The following can be communicated at this stage following the work completed as of 31 March 2022:

- The entire contingency policy issued by the insurance company will be accounted for in terms of IFRS 17;
- The insurance contract issued by the insurance company has a defined coverage period of one year or less;
- The insurance company qualifies and elects to measure the insurance contracts in issue based on the premium allocation approach to determine the liability for remaining coverage;
- The insurance company is not required to adjust the carrying amount of the liability for remaining coverage 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;
- This insurance risk remains consistent throughout the duration of the insurance contract, from inception to expiration, save for any insurance policy endorsements. Given the latter, it is considered appropriate that the insurance company shall allocate the expected premium receipts to each period of coverage on the basis of the passage of time; and
- Cash outflows relating to secured advances will be considered part of the fulfilment cash flows of the overall insurance contract in terms of IFRS 17. Consequently, the secured advance balance should be net-off against the liability for remaining coverage and the net amount reflected on the face of the statement of financial position.

These amendments should be applied for annual periods beginning on or after 1 January 2023. Earlier application is permitted.

IFRS 9 Financial Instruments

On 24 July 2014, the IASB issued the final IFRS 9 *Financial Instruments* standard which replaces earlier versions of IFRS 9 and completes the IASB's project to replace IAS 39 *Financial Instruments: Recognition and Measurement*.

This standard includes changes in the measurement bases of the group's financial assets to amortised cost, fair value through other comprehensive income or fair value through profit or loss. Even though these measurement categories are similar to IAS 39, the criteria for classification into these categories are significantly different. In addition, the IFRS 9 impairment model has been changed from an "incurred loss" model from IAS 39 to an "expected credit loss" model.

The change from an incurred loss model to an expected credit loss model when assessing the impairment of trade receivables is not expected to have a significant impact on the company under the new standard based on the nature of the customer base and the level of historical credit losses.

The group and insurance subsidiary are eligible and have elected the temporary exemption from IFRS 9 (refer to note 32 for the required disclosures).



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

3. Property, plant and equipment

Figures in R'000	2022			2021		
	Cost/ valuation	Accumulated depreciation and impairments	Carrying value	Cost/ valuation	Accumulated depreciation and impairments	Carrying value
GROUP						
At valuation						
Land and buildings	–	–	–	14 000	–	14 000
At cost						
Leasehold improvements	1 098	(172)	926	202	(78)	124
Office equipment	1 273	(651)	622	716	(432)	284
Furniture and fittings	300	(89)	211	300	(36)	264
Motor vehicles	1 062	(556)	506	998	(538)	460
Solar equipment	–	–	–	281	(281)	–
Total	3 733	(1 468)	2 265	16 497	(1 365)	15 132
COMPANY						
At cost						
Office equipment	603	(442)	161	528	(351)	177
Motor vehicles	65	(25)	40	295	(121)	174
Leasehold improvements	46	–	46	–	–	–
Solar equipment	–	–	–	281	(281)	–
	714	(467)	247	1 104	(753)	351

3. Property, plant and equipment continued

Reconciliation of movement in the carrying value of property, plant and equipment

Figures in R'000	GROUP					
	Opening carrying value	Additions	Disposals	Transfer upon reclassification	Depreciation and impairment	Closing carrying value
2022						
At valuation						
Land and buildings	14 000	–	–	(14 000)	–	–
At cost						
Leasehold improvements	124	927	–	–	(125)	926
Office equipment	284	557	–	–	(219)	622
Furniture and fittings	264	–	–	–	(53)	211
Motor vehicles	460	293	(97)	–	(150)	506
	15 132	1 777	(97)	(14 000)	(547)	2 265
2021						
At valuation						
Land and buildings	14 000	–	–	–	–	14 000
At cost						
Leasehold improvements	21	171	(11)	–	(57)	124
Office equipment	296	147	–	–	(159)	284
Furniture and fittings	63	226	–	–	(25)	264
Motor vehicles	660	–	(30)	–	(170)	460
Generator equipment	267	–	(153)	–	(114)	–
Solar equipment	273	–	–	–	(273)	–
	15 580	544	(194)	–	(798)	15 132



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

3. Property, plant and equipment continued

Reconciliation of movement in the carrying value of property, plant and equipment continued

Figures in R'000	COMPANY					Closing carrying value
	Opening carrying value	Additions	Disposals	Revaluation	Depreciation and impairment	
2022						
At cost						
Office equipment	177	75	–	–	(91)	161
Motor vehicles	174	–	(97)	–	(37)	40
Leasehold improvements	–	46	–	–	–	46
Generator equipment	–	–	–	–	–	–
Solar equipment	–	–	–	–	–	–
	351	121	(97)	–	(128)	247
2021						
At cost						
Office equipment	180	103	–	–	(106)	177
Motor vehicles	221	–	–	–	(47)	174
Generator equipment	267	–	(153)	–	(114)	–
Solar equipment	273	–	–	–	(273)	–
	941	103	(153)	–	(540)	351

Pledged as security

None of the group's or company's property, plant and equipment are mortgaged or encumbered.

3. Property, plant and equipment continued

Revaluations

As at 31 March 2021, land and buildings consisted of business premises situated on Erf 2134, Ferndale, Johannesburg (property), measuring 8 030m². The property was valued by the company's directors as at 31 March 2021. The fair value was based on initial terms agreed between the company and an unrelated third party to sell the property subsequent to year end. The key input under this approach is the consideration offered for the purchase of the property. The sale of the property within the next 12 months is not assessed as highly probable as at 31 March 2021. The directors updated their assessment of the fair value of the property, taking into account the most recent independent valuation, effective 31 March 2020. The directors determined that the property's value is within a range of reasonable fair value estimates. No depreciation has been recognised in the current or prior period in respect of the property. The directors have assessed the residual value of the property as at 31 March 2021 and calculated that the residual value approximates the current carrying value.

As of 1 April 2021, the property was vacated and no longer served as the registered offices for any of the companies within the Nictus group, marking the end of owner-occupation. Based on the latter, and in terms of IFRS, the directors considered the classification of the property as an investment property, from that date and in terms of IAS 40, more appropriate. Refer to note 4 for disclosures associated with the investment property.

Fair value hierarchy

Figures in R'000	Level 1	Level 2	Level 3	Total
Land and buildings – 2022	–	–	–	–
Land and buildings – 2021	–	–	14 000	14 000

Figures in R'000	Land and buildings
Reconciliation of fair value assets in Level 3	
Balance as at 1 April 2021	14 000
Reclassification to investment property	(14 000)
Balance as at 31 March 2022	–



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

4. Investment property

Figures in R'000	2022			2021		
	Cost/ valuation	Accumulated depreciation and impairments	Carrying value	Cost/ valuation	Accumulated depreciation and impairments	Carrying value
GROUP						
At valuation						
Land and buildings	13 250	–	13 250	–	–	–
Total	13 250	–	13 250	–	–	–

Reconciliation of movement in the carrying value of investment property

Figures in R'000	Opening carrying value	Transfer upon reclas- sification	Disposals	Revaluation	Depreciation and impairment	Closing carrying value
GROUP						
2022						
At valuation						
Land and buildings	–	14 000	–	(750)	–	13 250
	–	14 000	–	(750)	–	13 250
2021						
At valuation						
Land and buildings	–	–	–	–	–	–
	–	–	–	–	–	–

Pledged as security

None of the group's investment property is mortgaged or encumbered.

Investment property details

Land and buildings consists of business premises situated on Erf 2134, Ferndale, Johannesburg (property), measuring 8 030m². The fair value as at 31 March 2022 was based on initial terms agreed between the insurance segment and an unrelated third party to sell the property subsequent to year end. The key input under this approach is the consideration offered for the purchase of the property. The sale of the property within the next 12 months is not assessed as highly probable as at 31 March 2022. The directors determined that the property's value is within a range of reasonable fair value estimates.

4. Investment property continued

Measuring investment property

Investment property, principally land and buildings as described previously, is currently held for capital appreciation and is not occupied by the group. On initial recognition, the property at the end of owner-occupation, for a transfer from owner-occupied property to investment property, was transferred at the value determined in terms of IAS 16 up to the date of change in use. There was no difference between the IAS 16 valuation and the fair value of the property on 1 April 2021. Subsequent to initial measurement, investment property is measured at fair value. Changes in fair values are presented in profit or loss as part of investment income.

Fair value hierarchy

Figures in R'000	Level 1	Level 2	Level 3	Total
Land and buildings – 2022	–	–	14 000	14 000
Land and buildings – 2021	–	–	–	–

Figures in R'000	Land and buildings
Reconciliation of fair value assets in Level 3	
Balance as at 1 April 2021	–
Transfer from owner-occupied property (note 3)	14 000
Fair value loss recognised in investment income (note 21)	(750)
Balance as at 31 March 2022	13 250

Figures in R'000	GROUP	
	2022	2021
Direct expenses from property that did not generate rental income		
Assessment rates and municipal charges	743	–
Short-term insurance charges	22	–
Repairs and maintenance expenses	104	–
	869	–



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

5. Intangible assets

Figures in R'000	2022			2021		
	Cost	Accumulated amortisation and impairment losses	Carrying value	Cost	Accumulated amortisation and impairment losses	Carrying value
GROUP						
Computer software	1 972	(1 972)	–	2 328	(2 099)	229
Trademark	22	–	22	22	–	22
	1 994	(1 972)	22	2 350	(2 099)	251
COMPANY						
Computer software	–	–	–	356	(356)	–
Trademark	22	–	22	22	–	22
	22	–	22	378	(356)	22

Reconciliation of movement in the carrying value of intangible assets

Figures in R'000	Opening carrying value	Amortisation	Closing carrying value
GROUP			
2022			
Computer software	229	(229)	–
Trademark	22	–	22
	251	(229)	22
2021			
Computer software	680	(451)	229
Trademark	22	–	22
	702	(451)	251
COMPANY			
2022			
Trademark	22	–	22
	22	–	22
2021			
Trademark	22	–	22
	22	–	22

Pledged as security

There is no restricted title on computer software and no computer software has been pledged as security for liabilities of the group or the company. As at 31 March 2022, there were no contractual commitments relating to intangible assets.

6. Investments in subsidiaries

Name of company	Held by	Voting power		Shares at cost	
		2022 %	2021 %	2022 R'000	2021 R'000
Corporate Guarantee (South Africa) (RF) Limited	Nictus Limited	100,00	100,00	42 900	42 900
Nictus Meubels Proprietary Limited	Nictus Limited	100,00	100,00	41 220	41 220
Impairment of investment in subsidiaries				84 120 (9 711)	84 120 (11 020)
Carrying value at the end of the year				74 409	73 100
Accumulated impairment allowances					
Opening balance				11 020	14 178
Current year: impairment losses reversed				(1 309)	(3 158)
				9 711	11 020

As a result of prior period trading losses, the investment in Nictus Meubels Proprietary Limited has been impaired in prior years. The current and prior year's reversals, based on trading profits generated by Nictus Meubels Proprietary Limited, have been accounted for in profit or loss as part of administrative and operating expenses (refer to note 20). The remaining impairment is based on the recoverable amount, constituting the fair value less costs to sell of the subsidiary as at 31 March 2022.

The company has no sponsored entities.

All subsidiaries' principal place of business and country of incorporation is in South Africa.

7. Leases

The group entered into three new lease agreements during the 2021 financial year for retail space and a storeroom with regard to the furniture retail segment and office space from a Nictus perspective, which constitute multi-year lease agreements. These leases generally do not exceed an initial period of 60 months. Periods covered by an option to extend the lease, if the lessee is reasonably certain to exercise that option, are also taken into account. The latter is unlikely in a furniture retail environment given the amount of external factors to be considered before extending a lease agreement.

The lease payments for the above-mentioned lease agreements are discounted using the lessee's incremental borrowing rate as the interest rate implicit in the lease could not be readily determined.

A lease contract relating to the Louis Trichardt retail and store space was not initially included in the IFRS 16 calculation and is treated as a short-term lease. Negotiations were ongoing as at 31 March 2021 to formalise the specifics with regard to future periods and subject to rental finalisation. Effective 1 July 2021, all negotiations were concluded during the current financial year and the lease contract is now included in the IFRS 16 calculations.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

7. Leases continued

Amounts recognised in the statement of financial position

Right-of-use assets

The statement of financial position shows the following amounts relating to leases:

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Opening balance	10 045	1 514	2 396	–
New lease contracts entered into during the financial year	4 858	10 381	–	2 537
Derecognition of right-of-use asset on early termination of existing lease contracts	–	(165)	–	–
Depreciation recognised	(3 334)	(1 685)	(564)	(141)
Net carrying amounts of right-of-use assets	11 569	10 045	1 832	2 396

Lease liabilities

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Opening balance	10 136	1 799	2 434	–
New lease contracts entered into during the financial year	4 858	10 381	–	2 537
Derecognition of lease liability on early termination of existing lease contracts	–	(191)	–	–
Lease concession – COVID-19 relief	–	(198)	–	–
Finance charges incurred (note 22)	869	212	153	42
Finance charges paid	(869)	(212)	(153)	(42)
Lease liability repayment	(2 682)	(1 655)	(439)	(103)
Net carrying amounts of lease liabilities	12 312	10 136	1 995	2 434

The maturity analysis of lease liabilities is as follows:

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Within one year	4 166	2 275	633	592
Between one and two years	4 388	2 400	678	633
Between two and five years	5 201	7 266	916	1 594
	13 755	11 941	2 227	2 819
Less: Finance charges component	(1 443)	(1 805)	(232)	(385)
	12 312	10 136	1 995	2 434
Non-current component	8 876	8 506	1 482	1 995
Current component	3 436	1 630	513	439

7. Leases continued

Amounts recognised in the statement of profit or loss

The statement of profit or loss shows the following amounts relating to leases:

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Depreciation charge of right-of-use assets	3 334	1 685	564	141
Interest expense (included in finance expense (note 22))	869	212	153	42
Expense on short-term leases included in administrative and operating expenses (note 20)	290	1 090	–	675

8. Investments

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
At fair value through profit or loss				
Listed shares	8 004	6 856	29	26
Listed debt securities	7 078	17 105	–	–
Unit trusts	153 130	122 860	5 969	5 312
In 2022 and 2021, listed debt securities consist of senior unsecured floating rate notes held in a Southern African bank which are redeemable between 31 May 2021 and 31 October 2022, which earn interest at a rate of three-month JIBAR + 300 basis points per annum or three-month JIBAR + 225 basis points per annum; the applicable rate of return is adjusted on a quarterly basis. A register containing particulars of companies in which shares and unit trusts are held is available for inspection at the registered office and head office of the group.				
Amortised cost				
Short-term investments	66 680	59 507	–	–
Short-term investments consist of short-term deposits with an original maturity date of more than three months. Due to the short-term nature of these deposits and the market-related interest rate attached to them, the carrying value approximates the fair value.				
Total investments	234 892	206 328	5 998	5 338
<i>Disclosure</i>				
Non-current assets	26 513	26 177	5 998	5 338
At fair value through profit or loss*	26 513	26 177	5 998	5 338
Current assets	208 379	180 151	–	–
At fair value through profit or loss	141 699	120 644	–	–
Amortised cost	66 680	59 507	–	–
	234 892	206 328	5 998	5 338

* These financial assets are mandatorily measured at fair value through profit or loss at a company level.

Refer to note 1.19 on determining the fair value of financial assets.

Refer to note 29 on financial risk management for the sensitivity analysis.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

8. Investments continued

Fair value hierarchy of financial assets at fair value through profit or loss

For financial assets recognised at fair value, disclosure is required of a fair value hierarchy which reflects the significance of the inputs used to make the measurements. Unit trusts consist of investments in collective investment schemes and the valuation technique is based on a quoted put (exit) price provided by the relevant fund managers. The only observable inputs with regard to unit trusts are the closing units and closing price. There were no transfers between the levels for the reporting period.

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Level 1				
Listed shares	8 004	6 856	29	26
Listed debt securities	7 078	17 105	–	–
Unit trusts	5 412	3 961	2 390	1 688
	20 494	27 922	2 419	1 714
Level 2				
Unit trusts	147 718	118 899	3 579	3 624

Interests in unconsolidated structured entities

Unit trust – Investment 1

The fund aims primarily to provide a high level of income. The secondary aim is to maximise total return (the combination of income and capital growth). The fund invests primarily in high income-bearing bonds, cash and other interest-bearing securities. The fund is actively managed. As at year end, the group's interest in the unit trust totalled R52,86 million (2021: R62,45 million) compared to a total unit trust size of R21,40 billion (2021: R20,40 billion).

Unit trust – Investment 2

In order to achieve its objective, the portfolio will predominantly invest in a diversified range of local and global dividend-paying equity securities and non-equity securities, including redeemable preference shares, liquid instruments and other interest-bearing securities and instruments. As at year end, the group's interest in the unit trust totalled Rnil (2021: R6,18 million) compared to a total unit trust size of R1,13 billion (2021: R1,29 billion).

Unit trust – Investment 3

The fund aims to produce compound total returns in excess of the MCSI World Index over the medium to long term. The fund invests up to 100% in equity. The investment process of the fund is unconstrained, seeking to invest in companies with predictable revenue growth that produce sustainable economic value over the long term. As at year end, the group's and company's interest in the unit trust totalled R1,29 million (2021: R1,27 million) and R0,43 million (2021: R0,42 million), respectively, compared to the total unit trust size of R8,97 billion (2021: R9,38 billion).

Unit trust – Investment 4

The unit trust can invest in a wide variety of assets, such as cash, government and corporate bonds, inflation-linked bonds and listed property, both in South Africa and internationally. The unit trust has a flexible mandate with no prescribed maturity or duration limits for its investments. The unit trust is actively managed. As at year end, the group's interest in the unit trust totalled R55,16 million (2021: R41,95 million) compared to a total unit trust size of R40,81 billion (2021: R43,01 billion).

8. Investments continued

Interests in unconsolidated structured entities continued

Unit trust – Investment 5

The fund seeks to provide a return on investment that tracks, as consistently as possible, international equity markets, as measured by the MSCI World Index with dividends reinvested. As at year end, the group's and company's interest in the fund totalled R1,31 million (2021: R1,21 million) and R0,33 million (2021: R0,31 million), respectively, compared to the total fund size of R5,79 billion (2021: R4,98 billion).

Unit trust – Investment 6

These unit trusts constitute smaller investments in equity-based funds. The underlying unit trusts will invest in equities on a global basis, for some of which the objective is to achieve long-term capital growth by outperforming the MSCI Emerging Markets Total Return Net Index over a rolling three-year period. The underlying unit trusts invest up to 100% in equity. As at year end, the group's and company's interest in these funds totalled R1,45 million (2021: R1,72 million) and R0,50 million (2021: R0,80 million), compared to the combined total unit trust(s) size in excess of R496 billion (2021: R400 billion and more).

Unit trust (Exchange traded fund) – Investment 7

The investment policy of the portfolio shall be to track the FTSE/JSE Preference Share Index as closely as possible, by buying only constituent securities in the same weightings in which they are included in the Index and selling only securities which are excluded from the Index from time to time as a result of quarterly Index reviews or corporate actions. The investment constitutes an exchange traded fund. As at year end, the group's and company's interest in the fund totalled R4,65 million (2021: R3,29 million) and R2,39 million (2021: R1,69 million), respectively, compared to the total fund size of R0,43 billion (2021: R0,30 billion).

Unit trust (Exchange traded fund) – Investment 8

This exchange traded fund is one of the simplest and cost-efficient methods to invest directly in actual gold. It continuously tracks the gold spot price. As at year end, the group's interest in the fund totalled R0,76 million (2021: R0,68 million), compared to the total fund size of R16,24 billion (2021: R15,84 billion).

Unit trust – Investment 9

The investment goal of the fund is to generate absolute returns in excess of an agreed benchmark of the STeFI index. The fund will consist of exposure to various local and international financial instruments, primarily equities and at times derivatives, fixed income and unlisted instruments. As at year end, the group's interest in the fund totalled R4,73 million (2021: Rnil), compared to the total fund size of R0,53 billion.

Unit trust – Investment 10

The fund seeks to achieve an investment medium for investors, with its main objective being the maximum total return by primarily investing in bonds. This fund has relatively low equity exposure, resulting in relatively low volatility compared to higher-risk portfolios. As at year end, the group's interest in the fund totalled R26,60 million (2021: Rnil), compared to the total fund size of R3,03 billion.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

9. Deferred tax assets/(liabilities)

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Reconciliation of movement for the year				
Balance at the beginning of the year	(2 526)	(694)	(2 609)	(3 115)
Current period movements:				
– Recognised in profit or loss	(352)	(1 832)	(280)	506
	(2 878)	(2 526)	(2 889)	(2 609)
The net deferred tax assets/(liabilities) comprise:				
Deferred tax assets	455	83	–	–
Deferred tax liabilities	(3 333)	(2 609)	(2 889)	(2 609)
	(2 878)	(2 526)	(2 889)	(2 609)
The net deferred tax assets/(liabilities) comprise the following temporary differences:				
Available tax losses	903	792	397	360
Accruals	1 172	963	465	710
IFRS 16-related assets and liabilities	201	11	44	11
Revaluation of land and buildings*	(230)	(448)	–	–
Fair value gains on investments	(634)	(232)	(195)	(54)
Loss – impairment and sale of investments	315	348	315	324
Other receivable – contingency policy (note 12)	(4 596)	(3 960)	(3 915)	(3 960)
Capital allowances	(9)	–	–	–
	(2 878)	(2 526)	(2 889)	(2 609)

* In the prior year, this temporary difference would not constitute an amount of deferred tax expense recognised in profit or loss.

Deferred tax assets in respect of available tax losses and deductible temporary differences have been recognised to the extent that the directors are of the opinion that sufficient future taxable profits will be available in the foreseeable future to enable the group and its subsidiary companies to utilise the available tax losses and deductible temporary differences.

9. Deferred tax assets/(liabilities) continued

Tax rates

The deferred tax rate applied to the fair value adjustments of financial assets or revaluations of owner-occupied property is determined by the expected manner of recovery. Where the expected recovery is through a sale, the capital gains tax rate of 21,6% (2021: 22,4%) has been used. If the expected manner of recovery is through indefinite use, the corporate tax rate of 27% (2021: 28%) has been applied.

If the manner of recovery is partly through use and partly through sale, a combination of the capital gains tax rate and corporate tax rate has been used.

The following deferred tax assets have not been recognised by the group and company in respect of available tax losses and deductible temporary differences due to the fact that there is not sufficient certainty at the reporting date whether the subsidiary or company would be able to generate sufficient taxable income in the immediate future to utilise the available tax losses and deductible temporary differences.

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Estimated available tax losses	3 344	5 877	1 469	1 284
Tax losses recognised in determining deferred tax assets	(3 344)	(2 827)	(1 469)	(1 284)
Unrecognised tax losses	–	3 050	–	–
Unrecognised deferred tax assets pertaining to unutilised tax losses	–	854	–	–

The estimated tax losses will be available to the company and the respective subsidiaries indefinitely per the Income Tax Act as long as the entities are trading. There is currently no intention for the company or the subsidiaries to cease trading activities.

10. Inventories

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Merchandise	9 312	10 128	–	–
Consumables	33	48	–	6
	9 345	10 176	–	6
Provision for inventory write-downs	–	–	–	–
	9 345	10 176	–	6

No inventories have been written down to net realisable value.

Inventory pledged as security

No inventory has been encumbered or pledged as security.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

11. Loans from group companies

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Current loans from Nictus Meubels Proprietary Limited	–	–	–	(139)
	–	–	–	(139)
Reconciliation				
Opening balance as at 1 April	–	–	(139)	(409)
Secured advances repaid to subsidiary companies	–	–	–	83
Loans repaid to subsidiary companies	–	–	139	187
Finance expenses accrued	–	–	(271)	(336)
Finance expenses paid	–	–	271	336
	–	–	–	(139)

Loans from subsidiary companies

Loans due to subsidiaries bear interest at the Standard Bank of South Africa Limited prime lending rate minus 1%, are unsecured and repayable on demand.

The carrying values of loans from group companies approximate their fair value due to the market-related interest rates applicable to the loans.

Secured advances from subsidiary companies

Secured advances due to subsidiaries bear interest at the Standard Bank of South Africa Limited prime lending rate minus 2%, are secured and repayable within 12 months. The contingency policy receivable was pledged as security. Refer to note 12.

The carrying values of secured advances from group companies approximate their fair value due to the market-related interest rates applicable to the loans.

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Disclosure				
Current liabilities	–	–	–	(139)
	–	–	–	(139)

The carrying amounts of loans from group companies are denominated in South African Rands.

12. Trade, insurance and other receivables

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Trade receivables: furniture	13 660	14 748	–	–
Insurance receivables: premium debtors	47 357	39 017	–	–
Prepayments	677	425	168	137
Secured advances	303 538	298 015	–	–
Other receivable – contingency policy	–	–	14 501	14 141
Deposits	26	26	–	–
Value added tax	–	20	–	1
Sundry debtors	293	211	146	29
	365 551	352 462	14 815	14 308
Split between non-current and current portions				
Non-current	4 389	5 556	–	–
Current	361 162	346 906	14 815	14 308
	365 551	352 462	14 815	14 308

General

The carrying amounts of short-term trade receivables are deemed to approximate their fair values.

The maximum exposure to credit risk at the reporting date is as disclosed in note 29.

Trade receivables include instalment sale agreements relating to furniture and household appliances that are sold to customers using instalment sale agreements, which are non-cancellable and which are on average for a period of two years. Goods sold by the furniture retail segment are sold subject to retention of title clauses, so that in the event of non-payment, the group has a secured claim.

As at 31 March 2022, the future minimum instalment sale agreements and premium debtors payments receivable within one year amounting to R59,7 million (2021: R52,2 million) and R4,4 million (2021: R5,6 million), respectively, are receivable between one and two years, and are included in trade receivables.

Other receivable – contingency policy (company)

The “Other receivable – contingency policy” relates to the contingency policy (policy) entered into by the company (insured) and Corporate Guarantee (South Africa) (RF) Limited (insurer), a subsidiary of the company (i.e. a related party). The policy provides that the insurer, in return for the payment of a premium, undertakes to indemnify the insured for any loss suffered resulting from the occurrence of certain insured events.

The insurer maintains an “experience account” throughout the period of insurance in respect of the policy. The balance of this experience account will be calculated as the total of all premiums received plus premiums receivable (including premiums receivable for the unexpired portion of the insurance period), less commission and claims paid, less fees as indicated in the policy schedule, plus a notional interest allocation calculated on the positive cash balance at a notional interest rate determined within the discretion of the insurer. The balance of the experience account on expiry date, if positive, will be paid to the insured as an experience bonus by the insurer.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

12. Trade, insurance and other receivables continued

Other receivable – contingency policy (company) continued

The experience bonus will only be paid on written acknowledgement by the insured that it accepts the payment as full and final settlement of its rights under the policy and that the insured will have no further claim against the insurer. In addition, the experience bonus will only become payable after receipt of payment by the insurer of any outstanding premiums payable for the full period of insurance (including the unexpired portion of the period of insurance), or alternatively written confirmation by the insured that the insurer may set off the amount of such outstanding premiums against the balance on the experience account in order to pay the experience bonus net of outstanding premiums. The existence of the experience account provides the insured with a contractual right to receive cash in the form of either claim settlement or experience bonus at expiry or cancellation of the policy.

Consequently, the experience bonus meets the definition of a financial asset, being a contractual right to receive cash or another financial asset from another entity, which is measured at amortised cost.

Secured advances (group)

Secured advances include advances made to companies, property companies, individuals and other entities in the normal course of business. These advances are secured by assets, rights to insurance benefits/claims in Corporate Guarantee (South Africa) (RF) Limited, mortgage bonds, pledges and suretyships. Various repayment terms, none of which exceed 12 months, and interest rates apply. Cash flows with regard to secured advances are solely payments of principal and interest on the principal amount outstanding.

Trade, insurance and other receivables ageing

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
The ageing of trade, insurance and other receivables at the reporting date was:				
Gross				
Not past due	365 744	351 306	14 815	14 307
Past due 0 – 30 days	18	488	–	–
Past due 31 – 90 days	58	451	–	–
Past due 91+ days	626	1 209	–	1
	366 446	353 454	14 815	14 308
Impairment allowance				
Not past due	(360)	(380)	–	–
Past due 0 – 30 days	(47)	(45)	–	–
Past due 31 – 90 days	(45)	(58)	–	–
Past due 91+ days	(443)	(509)	–	–
	(895)	(992)	–	–
Net carrying value	365 551	352 462	14 815	14 308

As at 31 March 2022, group trade, insurance and other receivables of R0,2 million (2021: R1,5 million) were past due but no impairment allowance was raised. From a company perspective, Rnil (2021: R0,001 million) was past due but no impairment allowance was raised. The directors are of the opinion that the impairment allowance raised is adequate and past experience indicates that trade and other receivables past due but not impaired are recoverable.

12. Trade, insurance and other receivables continued

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Reconciliation of movement in impairment allowance				
Opening balance	992	612	–	–
Impairment allowance (released)/raised	(97)	380	–	–
	895	992	–	–

13. Cash and cash equivalents

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Cash and cash equivalents consist of:				
Cash on hand	17	19	7	7
Bank balances	2 924	2 677	213	264
Short-term deposits*	69 702	73 983	6 573	9 442
	72 643	76 679	6 793	9 713

* Short-term deposits included a call deposit amounting to R4,2 million (2021: R5,6 million). The rights, title and interest in and to the aforementioned deposit are subject to a cession/pledge in favour of an independent third party. The group's exposure has been fully mitigated due to collateral provided in favour of the group by a Corporate Guarantee (South Africa) (RF) Limited policyholder.

Included in cash and cash equivalents are investments made in terms of the various South African insurance regulations to comply with necessary liquidity requirements.

Short-term deposits include a unit trust investment of R37,9 million (2021: R47,1 million). The money market fund invests in call accounts and short-term money market instruments, the majority with original maturities less than three months. The investment has been made to meet short-term operational obligations as they fall due and form an integral part of the group's cash management.

The carrying amount of cash and cash equivalents is deemed to approximate its fair value.

The borrowing capacity, as determined by the MOI, is unrestricted and at the discretion of the directors.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

14. Stated capital

Figures in '000	GROUP		COMPANY	
	2022	2021	2022	2021
Authorised – no par value shares				
250 million ordinary shares of no par value	250 000	250 000	250 000	250 000
10 million redeemable cumulative preference shares of no par value	10 000	10 000	10 000	10 000
	260 000	260 000	260 000	260 000

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Issued – no par value shares				
Opening balance – ordinary shares (53 443 500 (2021: 53 443 500))	25 969	25 969	25 969	25 969
Movement	–	–	–	–
Closing balance – ordinary shares (53 443 500 (2021: 53 443 500))	25 969	25 969	25 969	25 969

All ordinary shares rank equally with regard to the company's residual assets.

Unissued ordinary shares are under the control of the directors in terms of a resolution of shareholders passed at the last annual general meeting and in terms of the MOI, but subject to compliance with the relevant regulations i.e. the Companies Act of South Africa and the JSE Listings Requirements. This authority remains in force until the next annual general meeting.

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 shareholders of the company. All issued share capital is fully paid up.

15. Revaluation reserve

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
The revaluation reserve relates to property that is carried at its revalued amount.				
As at 1 April	1 152	1 152	–	–
Movements during the current financial year	–	–	–	–
As at 31 March	1 152	1 152	–	–

16. Trade and other payables

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Accruals	4 391	5 396	1 786	2 570
Personnel/management fee-related	2 622	3 462	1 723	2 460
Effective interest revenue refundable	795	935	–	–
Commission and fee expenses – third parties	594	161	–	–
Lease payments – short-term leases	–	243	–	–
Other	380	595	63	110
Trade payables	2 464	4 266	50	88
Sundry creditors	205	197	116	88
Value added tax	1 223	910	208	126
	8 283	10 769	2 160	2 872

The group's and company's exposure to liquidity risk related to trade and other payables is disclosed in note 29. For fair value disclosure, refer to note 31.

17. Insurance contract liabilities

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Gross provision for unearned premiums	573 241	537 417	–	–
Gross provision for notional interest	6 861	6 630	–	–
	580 102	544 047	–	–
Analysis of movements in gross provision for unearned premiums				
Opening balance	537 417	625 274	–	–
Change in gross provision for unearned premiums	35 824	(87 857)	–	–
Claims paid	(1 690)	(11 725)	–	–
Net underwriting result	(5 213)	(4 550)	–	–
Net written premiums	42 727	(71 582)	–	–
Gross premiums received	127 669	107 938	–	–
Gross renewal premiums	512 075	615 279	–	–
Gross cancellation and expired premiums	(597 017)	(794 799)	–	–
	573 241	537 417	–	–
Analysis of movements in notional interest provision				
Opening balance	6 630	15 431	–	–
Notional interest charge to profit or loss	12 702	15 070	–	–
Notional interest paid	(12 471)	(23 871)	–	–
	6 861	6 630	–	–



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

17. Insurance contract liability continued

Process used to determine significant assumptions

Insurance risks are unpredictable and the group recognises that it is impossible to forecast with certainty, future claims payable under existing insurance contracts. Over time, the group has developed a methodology that is aimed at establishing insurance provisions that have a reasonable likelihood of being adequate to settle all of its insurance obligations.

Claim provisions

The group's outstanding claim provisions include notified claims as well as IBNR claims.

Notified claims

Each notified claim is assessed on a separate, case-by-case basis with due regard to the specific circumstances, information available from the insured and/or loss adjuster and past experience with similar claims. The group employs staff experienced in claims handling and applies standardised policies and procedures around claims assessment. The provision for each notified claim includes value added tax, where applicable. There were no unpaid notified claims as at 31 March 2022.

Claims incurred but not reported (IBNR)

Insurers are permitted to apply simplified methods in valuing technical provisions, subject to satisfying the principle of proportionality. As a result of the nature of Corporate Guarantee (South Africa) (RF) Limited's business, and the likely scale of the IBNR provision, it is proportionate to adopt a simplified method to consider the contribution of IBNR claims to the IFRS technical provisions.

Due to the short duration between the occurrence, reporting and settlement of claims, applying a simplified method for calculating the contribution of IBNR claims to the IFRS claim provisions would be proportionate to the nature and scale of the risks faced by Corporate Guarantee (South Africa) (RF) Limited. The reserve resulting from this method is likely to be negligible. Subsequent to year end, claims amounting to Rnil (2021: Rnil) were received and settled by Corporate Guarantee (South Africa) (RF) Limited relating to the financial year ended 31 March 2022.

The adequacy of this provision is assessed on an annual basis as part of the liability adequacy test performed on the total of insurance contract liabilities.

Assumptions

Considering the nature of the insurance contracts sold, it is expected that all insurance liabilities will be settled within 12 months from the reporting date.

18. Revenue

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Revenue from contracts with customers	35 964	39 644	–	–
Sale of goods*	34 610	38 452	–	–
Rendering of services#	1 354	1 192	–	–
Management fees from subsidiaries	–	–	14 600	12 600
Dividends received	–	–	–	7 500
Insurance premium income	6 903	16 275	–	–
	42 867	55 919	14 600	20 100
Insurance premium income in terms of IFRS 4 consists of:				
Net written premiums (note 17)	42 727	(71 582)	–	–
Change in net provision for unearned premiums (note 17)	(35 824)	87 857	–	–
	6 903	16 275	–	–

* The sale of goods consists of revenue from goods transferred to customers at a point in time.

Rendering of services consists of revenue from services provided to customers over time amounting to R0,5 million (2021: R0,4 million). The remainder is provided at a point in time, including but not limited to, the delivery of goods and initial administration services rendered associated with instalment sale agreements.

19. Other income

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Profit/(loss) on sale of property, plant and equipment	158	(12)	158	(13)
Guarantee fees received	50	222	–	–
Broker fees earned	535	–	–	–
Other services rendered	97	–	1	17
Insurance claim	86	113	–	–
Advertising recoveries	242	252	–	–
Bad debts recovered	97	164	–	–
Portfolio management fee – rebate	203	273	–	–
Prescribed dividends	25	–	25	–
Movement – contingency policy balance	–	–	359	367
	1 493	1 012	543	371

20. Administrative and operating expenses

Results from operating activities for the year are stated after accounting for the following:

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Administrative expenses	13 450	14 060	7 306	8 482
Advertising expenses	1 892	1 131	–	–
Allowance for trade receivables impairment raised	(97)	380	–	–
Auditors' remuneration	1 752	2 113	1 068	1 359
Assessment rates and municipal charges	1 343	1 275	177	24
Bad debt written off	530	225	–	–
Consulting fees	600	748	587	723
Lease payments – short-term leases	290	1 090	–	675
Management fees paid to related party	3 800	3 730	3 800	3 730
Other administrative expenses/(income)	612	983	(185)	214
Secretarial fees	390	367	260	238
Telephone and IT-related expenses	1 870	1 777	1 358	1 435
Travel expenses	468	241	241	84
Operating expenses	20 842	19 841	5 734	3 740
Amortisation of intangible asset	229	451	–	–
Depreciation of property, plant and equipment	547	798	128	540
Depreciation on right-of-use asset	3 334	1 685	564	141
Employee costs and directors' emoluments	14 090	14 583	6 015	6 019
– Salaries	9 574	9 857	2 052	1 819
– Medical aid contributions	281	272	61	59
– Fees for services as directors expenses	4 235	4 454	3 902	4 141
Insurance premium expenses	160	151	36	33
Professional fees	966	571	–	–
Commission and fee expenses – third parties	732	829	–	–
Other operating expenses	784	773	300	165
Reversal of impairment against investments in subsidiaries	–	–	(1 309)	(3 158)



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

21. Investment income

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Investment income from operations				
Dividends received	559	777	131	168
Financial assets at fair value through profit or loss*	2 177	4 360	660	634
Profit on disposal of investments	984	350	–	455
Fair value adjustments	1 193	4 010	660	179
Unit trusts	1 086	2 493	657	178
Investment property	(750)	–	–	–
Listed debt securities	(27)	(153)	–	–
Listed shares	884	1 670	3	1
Interest received [#]	29 263	34 551	374	473
	31 999	39 688	1 165	1 275

* Represents income on financial assets measured mandatorily at fair value through profit or loss at a company level.

[#] Represents income on financial assets measured at amortised cost at a company level.

22. Finance expense

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Loans from subsidiaries	–	–	(265)	(332)
Secured advances from subsidiaries	–	–	(6)	(4)
Lease liability (IFRS 16)	(869)	(212)	(153)	(42)
	(869)	(212)	(424)	(378)

23. Taxation (expense)/credit

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Major components of the tax expense				
Current taxation				
Recognised in profit or loss – current year charge	(67)	–	–	–
Recognised in profit or loss – adjustment for current tax of prior periods	–	(10)	–	–
	(67)	(10)	–	–
Deferred taxation				
Recognised in profit or loss – current year (charge)/credit	(352)	(1 832)	(280)	506
	(419)	(1 842)	(280)	506
Reconciliation of the effective tax expense				
Reconciliation between tax at the statutory tax rate and the effective tax rate:				
Profit before taxation	5 461	11 464	2 844	9 146
Tax at the applicable tax rate of 28% (2021: 28%)	(1 529)	(3 210)	(796)	(2 561)
Tax rate adjusted for:				
Profit on sale of investments	55	26	–	26
Ordinary dividends received	156	218	37	2 147
Fair value adjustment on listed shares, listed debt securities and unit trusts	109	224	37	10
South African Revenue Service (SARS)				
– interest and penalties reversed	–	2	–	–
Non-taxable income – prescribed dividends	7	–	7	–
Expenses of a capital nature	(38)	–	(38)	–
Impairment provision reversed	–	–	366	884
Over/(under) provision previous years	4	(12)	–	–
Administration fees – buying and selling of listed shares	(2)	(1)	–	–
Recognition of previously unrecognised deferred tax asset				
– Nictus Meubels Proprietary Limited	711	–	–	–
Utilisation of unrecognised deferred tax asset				
– assessed loss-related	–	994	–	–
Increase in unrecognised taxable temporary differences	–	7	–	–
Change in unrecognised deductible temporary differences	–	(90)	–	–
Change in effective tax rate – effective 1 April 2022	108	–	107	–
Effective taxation	(419)	(1 842)	(280)	506



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

24. Cash (utilised by)/generated from operations

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Profit before taxation	5 461	11 464	2 844	9 146
Adjustments for:				
Depreciation of property, plant and equipment	547	798	128	540
Depreciation of right-of-use asset	3 334	1 685	564	141
(Profit)/loss on disposal of property, plant and equipment	(158)	12	(158)	13
Amortisation of intangible asset	229	451	–	–
Net impairments and movements in credit loss allowances	433	380	–	–
IFRS 16-related adjustment on early termination of lease agreement	–	(26)	–	–
Lease liability balance adjustment – COVID-19 concession	–	(198)	–	–
Dividend income	(559)	(777)	(131)	(7 668)
Finance expenses	869	212	424	378
Interest received	(29 263)	(34 551)	(374)	(473)
Impairment reversed on investments in subsidiaries	–	–	(1 309)	(3 158)
Profit on disposal of investments	(984)	(350)	–	(455)
Inventories lost or written off	124	77	–	–
Fair value adjustments on investments	(1 943)	(4 010)	(660)	(179)
Fair value adjustments on investment property	750	–	–	–
Receivable from SARS increase – interest-related	–	(6)	–	–
Prescribed dividends recognised in profit before taxation	(25)	–	(25)	–
Changes in working capital:				
Decrease in inventories	707	543	6	–
(Increase)/decrease in trade and other receivables	(13 522)	85 198	(507)	(243)
Increase/(decrease) in insurance contract liability	36 055	(96 658)	–	–
(Decrease)/increase in trade and other payables	(2 461)	2 484	(687)	312
	(406)	(33 272)	115	(1 646)

25. Tax paid

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Balance receivable at the beginning of the year	–	72	–	–
Interest accrued on tax receivable	–	6	–	–
Current tax for the year recognised in profit or loss	(67)	(10)	–	–
Balance receivable at the end of the year	(3)	–	–	–
Tax (paid)/received during the current financial year	(70)	68	–	–

26. Dividends

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Ordinary dividends paid				
– on 26 July 2021*	2 672	–	2 672	–
– on 5 October 2020 [#]	–	1 603	–	1 603
	2 672	1 603	2 672	1 603

* The board, within its discretion, declared a final dividend of 5,00 cents per ordinary share for the year ended 31 March 2021 on 30 June 2021, to all ordinary shareholders recorded in the books of Nictus Limited at the close of business on Friday, 23 July 2021. The dividend was paid on Monday, 26 July 2021.

[#] The board, within its discretion, declared a final dividend of 3,00 cents per ordinary share for the year ended 31 March 2020 on 11 September 2020, to all ordinary shareholders recorded in the books of Nictus Limited at the close of business on Friday, 2 October 2020. The dividend was paid on Monday, 5 October 2020.

27. Related parties

Relationships

Subsidiaries	Refer to note 6
Other related parties transacted with	Nictus Holdings Limited Veritas Eksekuteurskamer Proprietary Limited Auas Motors Proprietary Limited
Members of key management	Gerard R de V Tromp (<i>Managing director and key management of the group</i>) Eckhart H Prozesky (<i>Financial director and key management of the group</i>) Philippus J de W Tromp (<i>Non-executive director</i>) Nicolaas C Tromp (<i>Non-executive director</i>) (deceased Sunday, 27 June 2021) Stephanus J Gerber (<i>Chief executive officer: insurance segment</i>) (resigned effective 31 August 2021)
Independent non-executive directors	Professor Barend J Willemse Cornelius J de Vrye Sarita Martin

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 executives of segments within the group.

Close members of the family related to key management would also be defined as related parties. Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the group and include; that person's children and spouse or domestic partner, the children of that person's spouse or domestic partner and dependants of that person or that person's spouse or 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).

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

27. Related parties continued**Transactions with key management personnel**

Directors and prescribed officers of the company and their immediate relatives beneficially control 79,56% (2021: 78,56%) of the voting shares of the company. Details pertaining to directors' and key management's compensations are set out in note 28.

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 entered into between subsidiaries of the group and key management (as defined) and/or organisations in which key management personnel have significant influence:

Figures in R'000	2022	2021
Related party balances		
GROUP		
Secured advance to key management	–	174
<i>Amounts included in gross provision for unearned premiums – refer to note 17</i>		
Veritas Eksekuteurskamer Proprietary Limited	(419)	(408)
Key management	–	(218)
<i>Amounts included in gross provision for notional interest – refer to note 17</i>		
Veritas Eksekuteurskamer Proprietary Limited	(3)	(3)
COMPANY		
<i>Loan accounts – refer to note 11</i>		
Loan from subsidiaries	–	(139)
<i>Amounts included in trade, insurance and other receivables – refer to note 12</i>		
Corporate Guarantee (South Africa) (RF) Limited	14 501	14 150

27. Related parties continued

Transactions with key management personnel continued

Figures in R'000

	2022	2021
Related party transactions		
GROUP		
Management fees expensed to related party (Veritas Eksekuteurskamer Proprietary Limited)	3 800	3 730
Secretarial fees paid to related party (Veritas Eksekuteurskamer Proprietary Limited)	390	367
Insurance premium cancellation paid to related party (Veritas Eksekuteurskamer Proprietary Limited)	–	191
Insurance premium cancellation paid to key management	–	43
<i>Notional interest allocation</i>		
Veritas Eksekuteurskamer Proprietary Limited	11	15
Key management	–	7
Motor vehicle purchased from related party (Auas Motors Proprietary Limited)	293	–
Motor vehicle sold to related party (Auas Motors Proprietary Limited)	(209)	–
Director fees received from related party (Nictus Holdings Limited)	(648)	(240)
COMPANY		
Interest paid to subsidiaries	271	336
Management fees received from subsidiaries	(14 600)	(12 600)
Management fees expensed to related party (Veritas Eksekuteurskamer Proprietary Limited)	3 800	3 730
Rental paid to subsidiaries	–	675
Dividend received from subsidiary	–	(7 500)
Secretarial fees paid to related party (Veritas Eksekuteurskamer Proprietary Limited)	260	238
Movement – contingency policy balance (Corporate Guarantee (South Africa) (RF) Limited)	(359)	(367)
Motor vehicle sold to related party (Auas Motors Proprietary Limited)	(209)	–
Director fees received from related party (Nictus Holdings Limited)	(648)	(240)

Loans due to subsidiaries, excluding preference shares, bear interest at the Standard Bank of South Africa Limited prime lending rate minus 1%, are unsecured and repayable on demand.

Inter-company 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.

No guarantees nor doubtful debt were provided for relating to related party balances.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

28. Directors', key management's and prescribed officers' remuneration

Figures in R'000	Paid by the company		Paid by the subsidiaries	Total
	Basic salary*	Bonuses*	Directors' fees*	
Executive directors				
2022				
Gerard R de V Tromp [#]	420	–	–	420
Eckhart H Prozesky	1 772	790	–	2 562
	2 192	790	–	2 982
2021				
Gerard R de V Tromp [#]	420	–	–	420
Eckhart H Prozesky	1 560	300	–	1 860
	1 980	300	–	2 280

* Classified as short-term employee benefits. No long-term employee benefits are payable.

[#] A management fee of R4,3 million (2021: R2,8 million) was paid to a related party, Veritas Eksekuteurskamer Proprietary Limited, for services rendered by Gerard R de V Tromp as an executive director.

Figures in R'000	Directors' fees – company	Directors' fees – subsidiaries	Basic salary – company*	Total
Non-executive directors				
2022				
Professor Barend J Willemse	426	78	–	504
Philippus J de W Tromp	191	–	–	191
Nicolaas C Tromp	80	20	–	100
Cornelius J de Vrye	302	–	–	302
Sarita Martin	281	–	–	281
	1 280	98	–	1 378
2021				
Professor Barend J Willemse	455	74	–	529
Gerard Swart	252	–	–	252
Philippus J de W Tromp	186	–	–	186
Nicolaas C Tromp	160	74	–	234
Cornelius J de Vrye	292	–	–	292
Sarita Martin	26	–	–	26
	1 371	148	–	1 519

* Classified as short-term employee benefits. No long-term employee benefits are payable.

28. Directors', key management's and prescribed officers' remuneration continued

Figures in R'000	Paid by the subsidiaries			
	Basic salary*	Bonuses*	Leave pay upon resignation*	Total
Prescribed officers other than directors				
2022				
Stephanus J Gerber [#]	659	350	50	1 059
	659	350	50	1 059
2021				
Stephanus J Gerber	1 400	310	–	1 710
	1 400	310	–	1 710

* Classified as short-term employee benefits. No long-term employee benefits are payable.

[#] Resigned effective 31 August 2021.

29. Financial risk management

The group's activities expose it to a variety of financial risks from the use of financial instruments: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk.

This note presents information about the group's exposure to each of the above risks, the group's objectives, policies and processes for measuring and managing risk and the group's management of capital. Further quantitative disclosures are included throughout these group financial statements.

The board of directors has overall responsibility for the establishment and oversight of the group's risk management framework. The board has an audit and risk committee which is responsible for developing and monitoring the group's risk management policies.

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 group audit and risk committee oversees how management monitors compliance with the group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the group.

Liquidity risk

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they fall due. The group's approach to managing liquidity is to ensure, as far as possible, that it will always 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. With regard to the group, the contractual maturities of secured advances, R303,5 million (2021: R298,0 million), disclosed as part of trade, insurance and other receivables, would mirror that of the insurance contract liabilities due to the interdependent nature that exists. At the end of the reporting period, and for purposes of managing liquidity risk, the group held cash and cash equivalents, together with a portion of investments amounting to R191,3 million (2021: R162,4 million), that are available to meet cash flow obligations within a period of 30 days.



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for the year ended 31 March 2022

29. Financial risk management continued

The following are the contractual maturities of non-derivative financial liabilities and insurance liabilities, including interest payments and excluding the impact of netting agreements. The amounts disclosed in the table are the contractual undiscounted cash flows.

Figures in R'000	Carrying amount	Contractual cash flows	Less than 6 months	6 to 12 months	Between 1 and 2 years	Between 2 and 5 years
2022						
GROUP						
Trade payables	2 464	2 464	2 464	–	–	–
Other payables	4 596	4 596	4 596	–	–	–
Insurance contract liabilities*	580 102	573 241	397 959	175 282	–	–
Lease liabilities	12 312	13 755	2 062	2 104	4 388	5 201
COMPANY						
Trade payables	50	50	50	–	–	–
Other payables	1 902	1 902	1 902	–	–	–
Lease liabilities	1 995	2 227	311	322	678	916
2021						
GROUP						
Trade payables	4 266	4 266	4 266	–	–	–
Other payables	5 593	5 593	5 593	–	–	–
Insurance contract liabilities*	544 047	537 417	361 809	175 608	–	–
Lease liabilities	10 136	11 941	1 128	1 147	2 400	7 266
COMPANY						
Loans from group companies	139	139	139	–	–	–
Trade payables	88	88	88	–	–	–
Other payables	2 658	2 658	2 658	–	–	–
Lease liabilities	2 434	2 819	291	301	633	1 594

* As at 31 March 2022 and 31 March 2021, the contractual cash flows associated with insurance contract liabilities exclude the gross provision for notional interest as no current contractual obligation exists relating to same.

Market risk

Market risk is the risk associated with changes in market prices, such as interest rates and equity prices that will affect the group's income or the value of its holdings in financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

The group incurs financial liabilities and acquires assets in order to manage market risks. All such transactions are carried out within the guidelines set by the group executive committee.

Interest rate risk

The group adopts 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 market conditions. The group also aims to ensure that the profit margin is sufficient to cover any rate change.

Other market price risk

The group executive committee monitors the mix of listed debt and equity securities and unit trusts in its investment portfolio based on market expectations. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the directors of the relevant segment.

The primary goal of the group's investment strategy is to maximise profitability through well-managed investments. Management is assisted by external advisors in this regard.

29. Financial risk management continued

Interest rate risk

The group is exposed to interest rate risk as the majority of its interest-bearing financial assets are on a variable rate basis.

Exposure to interest rate risks

At the reporting date, the interest rate profile of the group's interest-bearing financial instruments was:

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Variable rate instruments				
Financial assets at amortised cost	105 544	110 487	6 573	6 089
Financial assets at fair value through profit or loss	134 622	118 899	–	3 624
Secured advances	303 538	298 015	–	–
Financial liabilities	–	–	–	(139)
	543 704	527 401	6 573	9 574

Sensitivity analysis

An increase of 100 basis points in interest rates at the reporting date would have increased profit/(loss) and increased/ (decreased) equity by the amounts shown below. A decrease of 100 basis points would have an equal but opposite effect on profit. This analysis assumes that all other variables remain constant. This analysis was performed on the same basis for 2021.

Figures in R'000	GROUP		COMPANY	
	2022	2021	2022	2021
Variable rate instruments	3 915	3 797	47	69

Price risk

The group is exposed to equity securities price risk because of investments held by the company and the group's insurance subsidiary and classified on the statement of financial position at fair value through profit or loss. To manage its price risk arising from investments in listed equity securities, debt securities and unit trusts, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the company.

At the reporting date, the price risk impact of the group's financial instruments was:

Figures in R'000	10% increase in market prices 2022	10% decrease in market prices 2022	10% increase in market prices 2021	10% decrease in market prices 2021
GROUP				
Listed shares	800	(800)	686	(686)
Listed debt securities	708	(708)	1 711	(1 711)
Unit trusts	15 313	(15 313)	12 286	(12 286)
COMPANY				
Listed shares	3	(3)	3	(3)
Unit trusts	597	(597)	531	(531)



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

29. Financial risk management continued

Foreign exchange risk

The group and company operate locally and are exposed to limited foreign exchange risk, primarily the US Dollar. Foreign exchange risk arises from investments denominated in a currency that is not the functional currency of the group and company. The investments are reviewed regularly in conjunction with external investment professionals. As at year end, the group's and company's interest in investments that are exposed to foreign exchange fluctuations amounted to R8,8 million (2021: R8,3 million) and R4,0 million (2021: R3,6 million), respectively.

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

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, and arises primarily from the group's receivables from customers and investments in short-term deposits.

Trade, insurance and other receivables

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the group's customer base, including the default risk of the industry and country in which customers operate, has less of an influence on credit risk.

Geographically the concentration of credit risk is in South Africa.

The board has established a credit policy for each segment under which each new customer is analysed individually for creditworthiness before the group's standard payment and delivery terms and conditions are offered. The group's review includes external ratings obtained from an external credit bureau, reviews of claims history for insurance contracts, where available, and in some cases bank references.

Purchase limits are established for each customer, which represent the maximum opening amount without requiring approval from the subsidiary's executive management. These limits are reviewed when required per customer. Customers who fail to meet the group's benchmark creditworthiness may transact with the group only on a cash basis.

The majority of the group's customers have been transacting with the group for a number of years, and losses have occurred infrequently. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, geographic location, industry, ageing profile, maturity and existence of previous financial difficulties or insurance claims.

Trade and other receivables relate only to the group's end-user customers. Customers that are graded as high risk are restricted by tighter credit limits and their trading activity is monitored monthly by management.

Goods and services are sold subject to retention of title clauses, so that in the event of non-payment, the group has a secured claim.

The group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets.

Secured advances include advances made to companies, property companies and other entities in the normal course of business of the insurance segment. These advances are secured by assets, rights to claims in the company, mortgage bonds, pledges and suretyships to the amount of R479,15 million (2021: R436,34 million). Various repayment terms and interest rates apply. There is therefore no credit risk associated with these advances.

29. Financial risk management continued

Credit risk continued

Investments

The group limits its exposure to credit risk by only investing in short-term investments or reputable institutions. These investments in the insurance segment are based on the requirements as set out in the Insurance Act (Short-term Insurance Act of South Africa prior to 1 July 2018).

The investment portfolios are evaluated monthly by the group executive committee with sufficient financial and investment background. This committee reviews the valuation and returns on investments monthly for listed investments and non-listed investments to determine whether the investment portfolio requires change.

Given this, management does not expect any counterparty to fail to meet its obligations other than specifically provided for at year end.

Company-specific disclosure

Trade receivables are collected over a period of 12 months based on the terms of the contract. The company measures the loss allowance at an amount equal to lifetime expected credit losses for all trade receivables and insurance assets.

Estimated credit losses are determined based on an analysis of the ageing of trade receivables and insurance assets, and past write-off history for a period of two and a half years.

The following table provides information regarding the aggregated credit risk exposure for financial instruments and other assets of the company with and without an external credit rating as at 31 March (credit ratings assigned are the international scale credit ratings issued by S&P Global Ratings agency):

Figures in R'000	AA/A	BB/B*	Unrated	Total
2022				
GROUP				
Investments – debt securities	–	7 078	–	7 078
Investments – unit trusts	–	153 130	–	153 130
Investments – short-term deposits	–	66 680	–	66 680
Trade, insurance and other receivables	–	–	61 017	61 017
Cash and cash equivalents – bank balances	–	2 924	–	2 924
Cash and cash equivalents – cash on hand	–	–	17	17
Cash and cash equivalents – short-term deposits	–	69 702	–	69 702
	–	299 514	61 034	360 548
COMPANY				
Trade, insurance and other receivables [#]	–	–	14 501	14 501
Cash and cash equivalents – bank balances	–	213	–	213
Cash and cash equivalents – cash on hand	–	–	7	7
Cash and cash equivalents – short-term deposits	–	6 573	–	6 573
	–	6 786	14 508	21 294

* As at 31 March 2022, at group level, approximately 74% of aggregated credit risk exposure relating to these categories of credit ratings represented exposure to the major South African banks and Republic of South Africa government bonds.

[#] The company did assess the underlying financial asset(s) that constitute trade, insurance and other receivables as at year end to quantify expected credit losses or identify indicators of impairment loss at that date. Based on the assessment, the potential effect of expected credit losses is considered immaterial and no evidence was found to support any undue credit risk associated with the financial asset(s). The risk associated with these unrated instrument(s) is managed based on a deep understanding of the counterparties' financial position and regular reporting regarding same; this includes quarterly regulatory reporting to the Prudential Authority.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

29. Financial risk management continued

Credit risk continued

Company-specific disclosure continued

Figures in R'000	AA/A	BB/B*	Unrated	Total
2021				
GROUP				
Investments – debt securities	–	17 105	–	17 105
Investments – unit trusts	–	122 860	–	122 860
Investments – short-term deposits	–	59 507	–	59 507
Trade, insurance and other receivables	–	–	53 765	53 765
Cash and cash equivalents – bank balances	–	2 677	–	2 677
Cash and cash equivalents – cash on hand	–	–	19	19
Cash and cash equivalents – short-term deposits	–	73 983	–	73 983
	–	276 132	53 784	329 916
COMPANY				
Trade, insurance and other receivables [#]	–	–	14 141	14 141
Cash and cash equivalents – bank balances	–	264	–	264
Cash and cash equivalents – cash on hand	–	–	7	7
Cash and cash equivalents – short-term deposits	–	9 442	–	9 442
	–	9 706	14 148	23 854

* As at 31 March 2021, at group level, approximately 72% of aggregated credit risk exposure relating to these categories of credit ratings represented exposure to the major South African banks and Republic of South Africa government bonds.

[#] The company did assess the underlying financial asset(s) that constitute trade, insurance and other receivables as at year end to quantify expected credit losses or identify indicators of impairment loss at that date. Based on the assessment, the potential effect of expected credit losses is considered immaterial and no evidence was found to support any undue credit risk associated with the financial asset(s). The risk associated with these unrated instrument(s) is managed based on a deep understanding of the counterparties' financial position and regular reporting regarding same; this includes quarterly regulatory reporting to the Prudential Authority.

Insurance risk

Terms and conditions of insurance contracts

Corporate Guarantee (South Africa) (RF) Limited is licensed as a non-life insurer in terms of section 23 of the Insurance Act, to conduct insurance business and operations, subject to the classes and subclasses of insurance business defined as part of the insurer's licensing conditions.

Corporate Guarantee (South Africa) (RF) Limited underwrites finite risk policies to a defined target market which concentrates primarily on 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.

Corporate Guarantee (South Africa) (RF) Limited 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 Corporate Guarantee (South Africa) (RF) Limited to specific risks and include profit participation measures to promote good risk management among 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. Currently, Corporate Guarantee (South Africa) (RF) Limited offers one type of insurance contract, being a contingency policy to cover insurance risk.

29. Financial risk management continued

Insurance risk continued

Insurance risk and policies for mitigating insurance risk

The primary activity of Corporate Guarantee (South Africa) (RF) Limited relates to the assumption of the risk of loss from events involving persons or organisations. Such risks relate to the following classes of business; property, agriculture, transportation, motor, accident and health, guarantee, liability and miscellaneous from an insured event within South Africa. As such, the group is exposed to 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 Corporate Guarantee (South Africa) (RF) Limited 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.

Corporate Guarantee (South Africa) (RF) Limited manages its insurance risk through underwriting limits, approval procedures for new clients, pricing guidelines, centralised management of risk and monitoring of emerging issues. These actions are described below.

Underwriting strategy

Corporate Guarantee (South Africa) (RF) Limited'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 Corporate Guarantee (South Africa) (RF) Limited is prepared to accept exposure. The strategy is cascaded down by the respective segment board to management that set the limits for management by client size, class of business, region 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, region 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 Corporate Guarantee (South Africa) (RF) Limited's resources. The group monitors the concentration risk by geographical area and class of business. Corporate Guarantee (South Africa) (RF) Limited is broadly represented across South Africa, with the majority of clients being concentrated in the Western Cape and Gauteng. Corporate Guarantee (South Africa) (RF) Limited has exposure to specific classes of insurance business, with approximately 86% of all exposure being represented by the classes of business; property, agriculture and liability as at the reporting date.

Exposure relating to catastrophic events

Corporate Guarantee (South Africa) (RF) Limited 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.

Corporate Guarantee (South Africa) (RF) Limited 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. Measures are in place to improve Corporate Guarantee (South Africa) (RF) Limited's ability to proactively detect fraudulent claims.

Claims development

Corporate Guarantee (South Africa) (RF) Limited is liable for all insured events that occur during the term of a contract, even if the loss is discovered after the end of the contract term, subject to predetermined time scales dependent on the nature of the insurance contract. Corporate Guarantee (South Africa) (RF) Limited is therefore exposed to risk that claim reserves will not be adequate to fund historical claims (run-off risk). To manage run-off risk, Corporate Guarantee (South Africa) (RF) Limited takes all reasonable steps to ensure that it has appropriate information regarding its claim exposures and adopts sound reserving practices. Consequently, Corporate Guarantee (South Africa) (RF) Limited's history has proven the reserves to be sufficient to fund the actual claims paid.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

29. Financial risk management continued

Insurance risk continued

Claims development

Corporate Guarantee (South Africa) (RF) Limited takes all reasonable steps to ensure that it has appropriate information regarding its claims exposures. Given the uncertainty in establishing claims provisions, however, it is possible that the final outcome may prove to be different from the original liability established. The uncertainty about the amount and timing of claims payments is, however, typically resolved within a year.

The majority of Corporate Guarantee (South Africa) (RF) Limited's insurance contracts are classified as "short tail", meaning that any claim is settled within a year after the loss date.

In terms of IFRS 4, an insurer need only disclose claim run-off information where uncertainty exists about the amount and timing of claim payments not resolved within one year. Corporate Guarantee (South Africa) (RF) Limited does not underwrite business that is "long tail" in nature.

Capital management

The board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The board of directors monitors both the demographic spread of shareholders as well as the return on capital, which the group defines as total shareholders' equity and the level of dividends to ordinary shareholders. Capital primarily consists of contributed share capital and retained earnings.

The board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The group's target is to achieve a return on shareholders' equity based on an accepted sovereign bond and risk factor. The group does not have external debt. Cash resources within the group are utilised for any capital commitments.

There were no changes in the group's approach to capital management during the year.

Corporate Guarantee (South Africa) (RF) Limited is required to demonstrate its solvency to the Prudential Authority in accordance with the Insurance Act. Corporate Guarantee (South Africa) (RF) Limited therefore needs to maintain sufficient shareholder assets (own-funds), over and above the assets required to meet insurance contract liabilities to support a multiple of the solvency capital requirement (SCR). Corporate Guarantee (South Africa) (RF) Limited also undertakes an own risk solvency assessment in addition to meeting the minimum requirements set by the Prudential Authority. Corporate Guarantee (South Africa) (RF) Limited's objective is to maintain a strong own-funds position to enhance investor, policyholder and market confidence and to stimulate business growth through the optimisation of business opportunities.

The SCR is calculated in accordance with the Prudential Standards as issued by the Prudential Authority. The SCR is calculated quarterly and included as part of the quantitative reporting template which purpose is to demonstrate that Corporate Guarantee (South Africa) (RF) Limited, as insurer, has sufficient capital resources to withstand a 1-in-200-year event, as per the requirements of the Financial Standards for Insurers implemented with effect from 1 July 2018.

The SCR specifically covers the following key areas of risk to Corporate Guarantee (South Africa) (RF) Limited:

- Interest rate risk;
- Equity, currency and property risk;
- Counterparty spread and default risk;
- Concentration risk;
- Non-life underwriting risk; and
- Operational risk.

Corporate Guarantee (South Africa) (RF) Limited has complied with all SCR requirements during the current and prior financial year.

30. Financial assets by category

The accounting policies for financial assets have been applied to the line items below:

Figures in R'000	Loans and receivables at amortised cost	Fair value through profit or loss	Total
2022			
GROUP			
Investments	–	168 212	168 212
Trade and insurance receivables	61 017	–	61 017
Secured advances	303 538	–	303 538
Short-term deposits	66 680	–	66 680
Cash and cash equivalents	72 643	–	72 643
	503 878	168 212	672 090
COMPANY			
Investments	–	5 998	5 998
Trade and other receivables	14 501	–	14 501
Cash and cash equivalents	6 793	–	6 793
	21 294	5 998	27 292
2021			
GROUP			
Investments	–	146 821	146 821
Trade and insurance receivables	53 765	–	53 765
Secured advances	298 015	–	298 015
Short-term deposits	59 507	–	59 507
Cash and cash equivalents	76 679	–	76 679
	487 966	146 821	634 787
COMPANY			
Investments	–	5 338	5 338
Trade and other receivables	14 141	–	14 141
Cash and cash equivalents	9 713	–	9 713
	23 854	5 338	29 192

Refer to note 1.19 for the determination of fair values for financial assets.

The carrying amounts of the financial assets at amortised cost approximate their fair values.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

31. Financial liabilities by category

The accounting policies for financial liabilities have been applied to the line items below:

Figures in R'000	Financial liabilities at amortised cost	
	cost	Total
2022		
GROUP		
Lease liabilities	12 312	12 312
Trade and other payables	7 060	7 060
	19 372	19 372
COMPANY		
Lease liabilities	1 995	1 995
Trade and other payables	1 952	1 952
	3 947	3 947
2021		
GROUP		
Lease liabilities	10 136	10 136
Trade and other payables	9 859	9 859
	19 995	19 995
COMPANY		
Loans from group companies	139	139
Lease liabilities	2 434	2 434
Trade and other payables	2 746	2 746
	5 319	5 319

Refer to note 1.19 for the determination of fair values for financial liabilities.

The carrying amounts of the financial liabilities at amortised cost approximate their fair values.

32. Additional disclosures required by amendments to IFRS 4 when applying the temporary exemption from IFRS 9

The activities of the group are predominantly connected with insurance. In this regard, management has assessed the following:

- The group has not previously applied any version of IFRS 9;
- The total carrying amount of liabilities arising from contracts within the scope of IFRS 4 for the year ended 31 March 2016 represents 98% of total liabilities. The insurer's activities are predominantly connected with insurance; and
- The total carrying amount of liabilities connected with insurance, which includes liabilities under IFRS 4 and investment contract liabilities measured at fair value under IAS 39, for the year ended 31 March 2016, is equivalent to 98% of total liabilities.

There has been no significant change in the group's activities that warrants a reassessment of the above information.

The amendment of IFRS 4 *Insurance Contracts* requires entities to disclose the fair value at the end of the reporting period and the change in fair value during the period for groups of financial assets with contractual cash flows that are solely payments of principal and interest and other financial assets separately.

There is no publicly available information that relates to the group's application of IFRS 9. The group has elected the temporary exemption from applying IFRS 9, in terms of IFRS 4, and all the required disclosure in terms of IFRS 4 is included in this note for the current and prior reporting periods.

The group has assessed that the following financial assets have contractual cash flows that meet the solely payments of principal and interest criteria:

- Trade receivables – furniture;
- Insurance receivables – premium debtors;
- Investments – short-term deposits;
- Cash and cash equivalents – bank balances;
- Cash and cash equivalents – cash on hand; and
- Cash and cash equivalents – short-term deposits.

The remaining financial assets held by the entity have contractual cash flows that do not represent solely payments of principal and interest. This group includes the following financial assets:

- Investments – listed shares;
- Investments – listed debt securities; and
- Investments – unit trust investments.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

32. Additional disclosures required by amendments to IFRS 4 when applying the temporary exemption from IFRS 9 continued

The fair value and change in fair value of the two groups of financial assets are disclosed in the following table:

Figures in R'000	Change in value			Closing balance
	Opening balance	Other movements-related	Fair value-related	
At 31 March 2022				
Solely payments of principal and interest – financial assets (amortised cost)*				
Trade receivables – furniture	14 748	(1 088)	–	13 660
Insurance receivables – premium debtors	39 017	8 340	–	47 357
Investments – short-term deposits	59 507	7 173	–	66 680
Cash and cash equivalents – bank balances	2 677	247	–	2 924
Cash and cash equivalents – cash on hand	19	(2)	–	17
Cash and cash equivalents – short-term deposits	73 983	(4 281)	–	69 702
Other – financial assets at fair value through profit or loss				
Investments – listed shares	6 856	264	884	8 004
Investments – listed debt securities	17 105	(10 000)	(27)	7 078
Investments – unit trust investments	122 860	29 184	1 086	153 130
At 31 March 2021				
Solely payments of principal and interest – financial assets (amortised cost)*				
Trade receivables – furniture	15 312	(564)	–	14 748
Insurance receivables – premium debtors	21 118	17 899	–	39 017
Investments – short-term deposits	67 569	(8 062)	–	59 507
Cash and cash equivalents – bank balances	1 596	1 081	–	2 677
Cash and cash equivalents – cash on hand	16	3	–	19
Cash and cash equivalents – short-term deposits	54 402	19 581	–	73 983
Other – financial assets at fair value through profit or loss				
Investments – listed shares	5 979	(793)	1 670	6 856
Investments – listed debt securities	17 258	–	(153)	17 105
Investments – unit trust investments	133 535	(13 168)	2 493	122 860

* The carrying value of assets held at amortised cost approximate their fair values.

Secured advances are measured in terms of IFRS 4 and will therefore not be classified and measured in terms of IFRS 9 in future.

32. Additional disclosures required by amendments to IFRS 4 when applying the temporary exemption from IFRS 9 continued

The following table represents the entity's exposure to credit risk on financial assets that meet the solely payments of principal and interest criteria:

Figures in R'000	AA/A	BB/B	Unrated	Total
At 31 March 2022				
Solely payments of principal and interest – financial assets (amortised cost)				
Trade receivables – furniture	–	–	14 555	14 555
Insurance receivables – premium debtors	–	–	47 357	47 357
Investments – short-term deposits	–	66 680	–	66 680
Cash and cash equivalents – bank balances	–	2 924	–	2 924
Cash and cash equivalents – cash on hand	–	–	17	17
Cash and cash equivalents – short-term deposits	–	69 702	–	69 702
At 31 March 2021				
Solely payments of principal and interest – financial assets (amortised cost)				
Trade receivables – furniture	–	–	15 740	15 740
Insurance receivables – premium debtors	–	–	39 017	39 017
Investments – short-term deposits	–	59 507	–	59 507
Cash and cash equivalents – bank balances	–	2 677	–	2 677
Cash and cash equivalents – cash on hand	–	–	19	19
Cash and cash equivalents – short-term deposits	–	73 983	–	73 983

In the case of financial assets held at amortised cost, the amounts disclosed are the carrying amounts applying IAS 39, before adjusting for any impairment allowances.

The table above includes R0,7 million (2021: R1,7 million) trade receivables that are not considered to have low credit risk as defined in note 1.20. The fair value of these financial assets as at 31 March 2022 and 31 March 2021 is equal to their carrying value.

33. Commitments

Authorised capital expenditure

The group has not entered into any contracts to purchase property, plant and equipment.



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

34. Going concern

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business. Management has considered the potential implications of COVID-19 and the measures taken to control it in assessing the entity's ability to continue as a going concern.

COVID-19 pandemic

The World Health Organisation announced the COVID-19 outbreak as a pandemic on 11 March 2020, which has significantly affected lives, entities and economic activity around the world. With a 24-month history and valuable experience gained as to how to function and live with COVID-19, we doubt that hard lockdowns will be applicable going forward. The availability and distribution of vaccines globally is a positive, although the effectiveness against future variants of the virus, coupled with the slow roll-out in South Africa of same, could seriously hamper the impact thereof.

It is not possible to provide accurate estimates of the financial effects of the pandemic on the group which is inherently uncertain, but the following can be communicated at this time; the group is committed to the same areas of focus as applied during the financial year ended 31 March 2021:

- The health and safety of our employees remains a top priority together with avoiding/limiting job losses within the group;
- We are committed to working with our customers and clients throughout this period of change and uncertainty in the best interest of all stakeholders involved;
- The group is committed to a disciplined approach to cost and capital expenditure to manage its available resources; and
- Liquidity and cash flows remain a key aspect in weathering times of uncertainty. This is and will remain a priority as we move forward.

Impact on capital reserves

We are fortunate to have a strong capital base to carry the group during times of uncertainty and adverse economic conditions. The COVID-19 outbreak will bring about an extended period of reduced economic activity, particularly in South Africa. We are of the opinion that the group has sufficient capital reserves to carry itself through the months and years to come.

Impact on revenue

Revenue from the sale of goods could remain under pressure following the decline during the 2022 financial year, primarily due to increased unemployment and weaker consumer demand. The furniture retail segment's availability of inventory, despite general supply chain disruptions, and availability of working capital, will assist in keeping up with consumer demand, albeit at reduced levels. The insurance segment foresees maintaining premium income, with a diverse client base across different industries and geographical locations supporting same.

Value of investments

Potentially reduced investment values are expected due to reductions in market values of the group's investments in equities, bonds and unit trust funds. It is important to note that the recovery of investments and the extent thereof could be primarily ascribed to positive sentiment, accommodative macroeconomic policies together with enormous liquidity on offer from central banks globally at historically low interest rates rather than economic fundamentals and the strength of same following the outbreak of COVID-19. During the 2023 financial year, it is expected that quantitative tightening, increasing of interest rates globally and the normalisation or withdrawal of liquidity by central banks globally to combat elevated inflation, could negatively impact the local and global investment environment. The war in Ukraine, and the continuation of same, is also contributing towards global instability and increased supply chain shocks, contributing further to increased inflation worries. The group's investment portfolio remains conservatively positioned with the required liquidity in mind.

Impact on insurance claims

For Corporate Guarantee (South Africa) (RF) Limited, the accurate prediction of the increase in claims to be expected during and following the COVID-19 pandemic is near impossible. Various scenarios have been modelled informing our investment decisions and the level of liquidity across the investment portfolio is sufficient to absorb a wide range of adverse scenarios.

35. Events after the reporting date

There were no material events after the reporting date and up to the date of approval of these financial statements that required adjustment or disclosure in the group and company financial statements for the year ended 31 March 2022, other than that a dividend of 3,00 cents per share was declared by the directors subsequent to year end, payable to shareholders registered on 22 July 2022.

36. Earnings per share

Basic earnings per share

The basic earnings per ordinary share from operations for the year is 9,43 cents (2021: 18,00 cents). The calculation of basic earnings per share from operations is based on profit of R5,04 million (2021: profit of R9,62 million) and a weighted average number of shares in issue of 53 443 500 (2021: 53 443 500).

Diluted earnings per share

The diluted earnings per ordinary share from operations for the year is 9,43 cents (2021: 18,00 cents). There are no dilutive instruments outstanding.

Headline earnings per share

The headline earnings per share from operations for the year is 9,22 cents (2021: 18,02 cents). The calculation of headline earnings per share from operations is based on profit of R4,93 million (2021: profit of R9,63 million) and a weighted average number of shares in issue of 53 443 500 (2021: 53 443 500).

Diluted headline earnings per share

The diluted headline earnings per share from operations for the year is 9,22 cents (2021: 18,02 cents). There are no dilutive instruments outstanding.

Figures in R'000	Profit on ordinary activities	Taxation	Non- controlling interest	Net profit
Reconciliation between earnings and headline earnings:				
2022				
Profit before taxation	5 461	(419)	–	5 042
<i>Adjustments for:</i>				
Profit on disposal of property, plant and equipment	(158)	44	–	(114)
Headline earnings	5 303	(375)	–	4 928
2021				
Profit before taxation	11 464	(1 842)	–	9 622
<i>Adjustments for:</i>				
Loss on disposal of property, plant and equipment	12	(3)	–	9
Headline earnings	11 476	(1 845)	–	9 631



NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

37. Group segmental analysis

Figures in R'000	Furniture retail ¹		Insurance ²	
	2022	2021	2022	2021
Segment revenue				
Revenue from contracts with customers	37 731	41 640	–	–
Sale of goods [#]	34 610	38 452	–	–
Rendering of services [®]	1 354	1 192	–	–
Effective interest revenue	1 767	1 996	–	–
Dividend income	–	–	–	–
Management fees	–	–	–	–
Insurance premium income	–	–	6 903	16 330
Total revenue from external customers	37 731	41 640	6 903	16 330
Inter-segment revenue	–	–	–	–
Total segment revenue	37 731	41 640	6 903	16 330
Segment result				
Profit/(loss) before financing expenses, depreciation, amortisation and taxation	4 795	5 375	3 263	10 118
Depreciation and amortisation	(3 226)	(1 953)	(192)	(301)
Financing costs	(716)	(264)	–	–
Profit/(loss) before taxation	853	3 158	3 071	9 817
Taxation credit/(expense)	455	–	(594)	(2 348)
Profit/(loss) for the year	1 308	3 158	2 477	7 469
Segment assets*	45 636	43 696	651 674	612 073
Segment liabilities*	14 127	13 461	599 818	562 693
Cash flows from operating activities	3 622	9 286	(977)	9 087
Cash flows from investing activities	(1 204)	(166)	(313)	3 456
Cash flows from financing activities	(2 244)	(5 052)	–	–
Capital expenditure	(1 343)	(397)	(313)	(44)

¹ The segment has two furniture retail stores in South Africa. Nictus places the customer first by continually striving towards excellence. Helpful personnel provide service with dedication and motivation, while maintaining integrity, focus and sound values. Products are of the highest quality and provide excellent value for money. Stores are situated in Louis Trichardt and Polokwane as at year end.

² The insurance segment of the group is run through Corporate Guarantee (South Africa) (RF) Limited, which brings a unique approach to non-life insurance through the alternative risk transfer model. The head office is currently situated in Bryanston and utilises group administration staff.

[#] The sale of goods consists of revenue from goods transferred to customers at a point in time.

[®] Rendering of services consists of revenue from services provided to customers over time amounting to R0,46 million (2021: R0,41 million). The remainder is provided at a point in time.

* 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. On the next page, a reconciliation is performed to reflect the amount for segment assets and liabilities as defined in the accounting policies.

Head office		Eliminations		Consolidated	
2022	2021	2022	2021	2022	2021
–	–	–	–	37 731	41 640
–	–	–	–	34 610	38 452
–	–	–	–	1 354	1 192
–	–	–	–	1 767	1 996
–	7 500	–	(7 500)	–	–
14 600	12 600	(14 600)	(12 600)	–	–
–	–	–	(55)	6 903	16 275
14 600	20 100	(14 600)	(20 155)	44 634	57 915
–	–	–	–	–	–
14 600	20 100	(14 600)	(20 155)	44 634	57 915
3 960	10 205	(2 753)	(11 087)	9 265	14 611
(692)	(681)	1 175	–	(2 935)	(2 935)
(424)	(378)	271	430	(869)	(212)
2 844	9 146	(1 307)	(10 657)	5 461	11 464
(280)	506	–	–	(419)	(1 842)
2 564	9 652	(1 307)	(10 657)	5 042	9 622
104 116	105 234	(91 431)	(89 847)	709 995	671 156
7 044	8 054	(16 959)	(16 647)	604 030	567 561
(2 476)	4 514	(1)	(83)	168	22 804
134	(86)	(139)	(3 688)	(1 522)	(484)
(578)	(373)	140	3 770	(2 682)	(1 655)
(121)	(103)	–	–	(1 777)	(544)

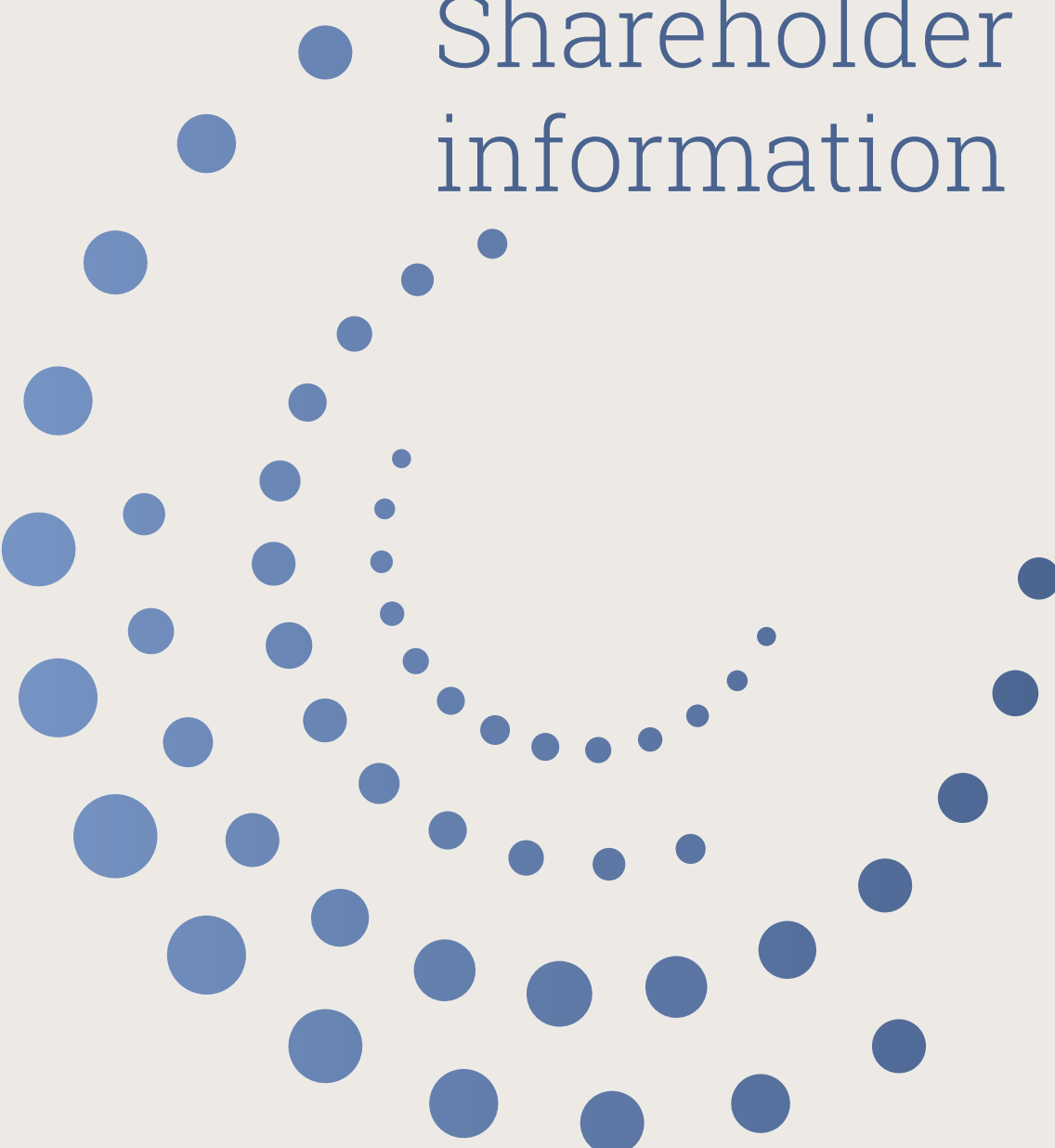


NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 31 March 2022

37. Group segmental analysis continued

Figures in R'000	2022	2021
Reconciliation between consolidated segment assets and liabilities and total consolidated assets and liabilities		
Assets		
Segment assets	709 537	671 073
Deferred tax	455	83
Current tax receivable	3	–
Consolidated assets	709 995	671 156
Liabilities		
Segment liabilities	600 697	564 952
Deferred tax	3 333	2 609
Current tax payable	–	–
Consolidated liabilities	604 030	567 561
Segment assets		
Furniture retail	45 636	43 696
Insurance	651 674	612 073
	697 310	655 769
Head office and eliminations	12 685	15 387
	709 995	671 156
Segment revenue		
Furniture retail	37 731	41 640
Insurance	6 903	16 330
	44 634	57 970
Head office and eliminations	–	(55)
	44 634	57 915
Profit/(loss) for the year		
Furniture retail	1 308	3 158
Insurance	2 477	7 469
	3 785	10 627
Head office and eliminations	1 257	(1 005)
	5 042	9 622



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NOTICE OF ANNUAL GENERAL MEETING



Nictus Limited

(Incorporated in the Republic of South Africa)
Registration number RSA: 1981/011858/06
Registration number NAM: F81/11858
JSE share code: NCS
ISIN number: NA0009123481
(Nictus or the company)

Notice is hereby given that the annual general meeting of the shareholders of Nictus (shareholders) in respect of the financial year ended 31 March 2022 will be held on Thursday, 1 September 2022 at 16:00 (South African time), subject to any cancellation, postponement or adjournment, to deal with the business as set out below and to consider and, if deemed appropriate, pass with or without modification the ordinary and special resolutions set out in this notice.

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 through electronic communication, as permitted by the JSE Limited (JSE) and in accordance with the provisions of the Companies Act of South Africa, 71 of 2008 (the Companies Act of South Africa) and the company's Memorandum of Incorporation (MOI). 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 in order to facilitate remote participation and voting by shareholders. TMS will also act as scrutineer for purposes of the annual general meeting.

Please refer to point 9 of the notice of annual general meeting for details.

1. Record date

The board of directors of the company (the board) has determined that the record date, as contemplated in section 59(1) of the Companies Act of South Africa and the JSE Listings Requirements, for the purpose of determining which shareholders of the company are entitled to:

- 1.1 Receive notice of the annual general meeting is Friday, 24 June 2022; and
- 1.2 Participate in and vote at the annual general meeting is Friday, 19 August 2022. Accordingly, only shareholders who are registered in the register of members of the company, or their proxies, on Friday,

19 August 2022 will be entitled to participate in and vote at the annual general meeting. The last day to trade in order to be entitled to participate in and vote at the annual general meeting is therefore Tuesday, 16 August 2022.

2. General purpose of the annual general meeting

The general purpose of the annual general meeting is to:

- 2.1 Consider and, if deemed appropriate, pass with or without modification the resolutions set out hereunder; and
- 2.2 Deal with any business that may lawfully be dealt with at the annual general meeting.

3. Presentation of the group audited annual financial statements

The group audited annual financial statements of the company and its subsidiaries, incorporating the reports of the auditor, the audit and risk committee, the directors, the social and ethics committee and the remuneration and nomination committee for the year ended 31 March 2022, will be presented to shareholders as required in terms of section 30(3)(d) read with section 61(8)(a) of the Companies Act of South Africa.

4. Resolutions for consideration and approval

4.1 Ordinary resolution 1: Re-election of Professor Barend J Willemse as a director

"Resolved that Professor Barend J Willemse, in terms of clause 16.3.2 of the MOI, be and is hereby re-elected as a director of the company."

In order for this ordinary resolution number 1 to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required.

A brief *curriculum vitae* is set out on page 10 of the integrated annual report of which this notice forms part.

4.2 Ordinary resolution 2: Re-election of Philippus J de W Tromp as a director

"Resolved that Philippus J de W Tromp, in terms of clause 16.3.2 of the MOI, be and is hereby re-elected as a director of the company."

In order for this ordinary resolution number 2 to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required.

A brief *curriculum vitae* is set out on page 10 of the integrated annual report of which this notice forms part.

4.3 Ordinary resolution 3: Re-election of Sarita Martin as a director

"Resolved that Sarita Martin, in terms of clause 16.3.2 of the MOI, be and is hereby re-elected as a director of the company."

In order for this ordinary resolution number 3 to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required.

A brief *curriculum vitae* is set out on page 11 of the integrated annual report of which this notice forms part.

4.4 Ordinary resolution 4: Non-binding approval of the remuneration policy

"Resolved to approve, by way of a non-binding advisory vote, the remuneration policy of the group as set out on page 29 of the integrated annual report of which this notice forms part."

Ordinary resolution number 4 is of a non-binding advisory nature only.

4.5 Ordinary resolution 5: Non-binding approval of the remuneration implementation report

"Resolved to approve, by way of a non-binding advisory vote, the remuneration implementation report of the group as set out on page 27 of the integrated annual report of which this notice forms part."

Ordinary resolution number 5 is of a non-binding advisory nature only.

The remuneration report of the remuneration and nomination committee (which includes the remuneration policy and implementation report) is set out on pages 26 to 28 of the integrated annual report of which this notice forms part.

The JSE Listings Requirements require, and the King IV Report on Corporate Governance for South Africa, 2016™ (King IV™) recommends, that a company's remuneration policy and implementation report be tabled for separate non-binding advisory votes by shareholders at each annual general meeting.

This enables shareholders to express their views on the company's remuneration policy and the implementation report. Ordinary resolutions numbers 4 and 5 are of a non-binding advisory nature only. The board will, however, take the outcome of the non-binding advisory votes into consideration when considering amendments to the group's remuneration policy.

Shareholders are reminded that in terms of the JSE Listings Requirements and King IV™, should 25% or more of the votes cast be against one or both of these non-binding ordinary resolutions, Nictus undertakes to engage with shareholders as to the reasons therefore and undertakes to appropriately address legitimate and reasonable objections and concerns raised.

4.6 Ordinary resolution 6: Re-election of Cornelius J de Vrye as a member and chairperson of the audit and risk committee

"Resolved that Cornelius J de Vrye, a director of the company who fulfils the requirements of section 94(4) of the Companies Act of South Africa, 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 number 6 to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required.

4.7 Ordinary resolution 7: Re-election of Professor Barend J Willemse as a member of the audit and risk committee

"Resolved that Professor Barend J Willemse, a director and chairperson of the board who fulfils the requirements contemplated in section 94(4) of the Companies Act of South Africa, 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, subject to his re-election as a director of the company pursuant to ordinary resolution number 1."

In order for this ordinary resolution number 7 to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required. Shareholders' attention is specifically drawn to the dual role of Professor Barend J Willemse, being an independent non-executive chairperson of the board and also a member of the audit and risk committee of the company.



NOTICE OF ANNUAL GENERAL MEETING continued

4.8 Ordinary resolution 8: Re-election of Sarita Martin as a member of the audit and risk committee

"Resolved that Sarita Martin, a director of the company who fulfils the requirements contemplated in section 94(4) of the Companies Act of South Africa, 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, subject to her re-election as a director of the company pursuant to ordinary resolution number 3."

In order for this ordinary resolution number 8 to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required.

4.9 Ordinary resolution 9: Reappointment of PricewaterhouseCoopers Inc. as the independent external auditor

"Resolved that PricewaterhouseCoopers Inc. (with the designated external audit partner being Jorge M Goncalves) be and is hereby reappointed as the independent external auditor of the company, in terms of the MOI and the Companies Act of South Africa, to hold office until the conclusion of the next annual general meeting of the company."

The audit and risk committee of the company recommended the reappointment of PricewaterhouseCoopers Inc. and Jorge M Goncalves, following its assessment of the performance and independence of PricewaterhouseCoopers Inc. and Jorge M Goncalves and being satisfied that no governance guidelines have been breached and that they have complied with the provisions of the JSE Listings Requirements and the Companies Act of South Africa.

In order for this ordinary resolution number 9 to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required.

4.10 Ordinary resolution 10: Authority to issue ordinary shares

"Resolved that the board be and is hereby authorised by way of a general authority to issue up to 30% (thirty percent) of the authorised but unissued shares in the share capital of the company, excluding treasury shares, as at the date of this notice of annual general meeting, at their discretion, for cash and/or to grant options to subscribe for such 30%

(thirty percent) of the company's issued share capital, for such purposes and on such terms and conditions as they may determine, provided that such transaction(s) are subject to the JSE Listings Requirements, the Companies Act of South Africa and the following conditions:

- 4.10.1 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 passing of this resolution;
- 4.10.2 The issue of the shares must be made to persons qualifying as public shareholders as defined in the JSE Listings Requirements, and not to related parties;
- 4.10.3 The shares which are the subject of the issue 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;
- 4.10.4 The issue of shares must be published in a SENS announcement, in accordance with the JSE Listings Requirements, giving full details of the issue, after any issue representing, on a cumulative basis within one financial year, 5% (five percent) of the number of shares in issue prior to the issue concerned; and
- 4.10.5 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 JSE, 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."

In order for this ordinary resolution number 10 to be passed, the support of 75% (seventy-five percent) majority of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required.

4.11 Ordinary resolution 11: 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 number 11 to be passed, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders present in person, or represented by proxy, at the annual general meeting, is required.

4.12 Special resolution 1: 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, as contemplated in sections 66(8) and 66(9) of the Companies Act of South Africa, and that the remuneration structure and amounts as set out as follows, be and are hereby approved until such time as rescinded or amended by the shareholders by way of a special resolution."

Name of director	Proposed fees*				
	Annual fee R	Board R	Audit and risk committee R	Remuneration and nomination committee R	Social and ethics committee R
Professor Barend J Willemse	448 224	357 276	45 474	45 474	–
Sarita Martin	309 223	181 896	45 474	59 116	22 737
Cornelius J de Vrye	354 697	181 896	127 327	45 474	–
Philippus J de W Tromp	211 454	181 896	–	–	29 558

* Non-executive directors will be paid an amount of R45 474 per day per meeting in respect of board or special meetings, should the number of these additional meetings exceed five per annum. They will also be paid a pro rata amount per hour for additional time spent.

Special resolution number 1 is required in terms of section 66 of the Companies Act of South Africa, which requires that non-executive directors' remuneration for their services as directors may be paid by a company only in accordance with a special resolution approved by shareholders within the previous two years.

In order for special resolution number 1 to be passed, the support of at least 75% (seventy-five percent) of the voting rights exercised on the resolution by the shareholders present in person, or represented by proxy, at the annual general meeting, is required.

The reason for this resolution is to obtain approval for the payment of the non-executive directors' remuneration and the effect will be that the non-executive directors are paid in accordance with this resolution.

4.13 Special resolution 2: General authority to repurchase shares

"Resolved that the company, in terms of its MOI, or one of its wholly-owned subsidiaries, in terms of such wholly-owned subsidiary's MOI, 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 authority 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 JSE Listings Requirements and the Companies Act of South Africa and subject to the following:

- 4.13.1 This general authority shall be valid until the company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this resolution;
- 4.13.2 The repurchase being effected through the order book operated by the JSE trading system, without any prior understanding or arrangement between the company and the counterparty;
- 4.13.3 Repurchases may not be made at a price greater than 10% (ten percent) above the weighted average of the market value of the ordinary shares for the 5 (five) business days immediately preceding the date on which the transaction is effected;
- 4.13.4 An announcement being published as soon as the company has repurchased ordinary shares constituting, on a cumulative basis, 3% (three percent) of the initial number of ordinary shares (the number of ordinary shares in issue at the time that this general authority is granted), and for each 3% (three percent) in aggregate of the initial number of ordinary shares repurchased thereafter in accordance with the JSE Listings Requirements;
- 4.13.5 The number of shares which may be acquired pursuant to this authority in any one financial year may not in the aggregate exceed 20% (twenty percent) of the company's issued share capital as at the date of passing of this special resolution;



NOTICE OF ANNUAL GENERAL MEETING continued

- 4.13.6 In the case of acquisition by subsidiaries, the number of shares acquired and held by a subsidiary or subsidiaries of the company shall not exceed 10%, in aggregate, of the number of shares issued in the company;
- 4.13.7 The company and/or its subsidiaries may not repurchase securities during a prohibited period as defined in the JSE Listings Requirements, unless it has in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been submitted to the JSE in writing, prior to the commencement of the prohibited period. The company must instruct an independent third party, which makes its investment decisions in relation to the company's securities independently of, and uninfluenced by the company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- 4.13.8 At any point in time the company may only appoint one agent to effect any repurchases on its behalf;
- 4.13.9 The board must pass a resolution that they authorised the repurchase and that the company and its subsidiaries have passed the solvency and liquidity test set out in section 4 of the Companies Act of South Africa and that since the test was performed, there have been no material changes to the financial position of the company and its subsidiaries (collectively, the group); and
- 4.13.10 The directors, having considered the effects of the maximum repurchase permitted, are of the opinion that for a period of 12 (twelve) months after the date of the notice of the annual general meeting:
 - 4.13.10.1 The company and the group will be able, in the ordinary course of business, to pay its debts;
 - 4.13.10.2 The working capital of the company and the group will be adequate for ordinary business purposes;
 - 4.13.10.3 The assets of the company and the group, fairly valued in accordance with International Financial Reporting Standards, will exceed the liabilities of the company and the group; and
 - 4.13.10.4 The company's and the group's ordinary share capital and reserves will be adequate for ordinary business purposes."

Section 48 of the Companies Act of South Africa authorises the board of directors of a company to approve the acquisition of its own shares subject to the provisions of sections 46 and 48 of the Companies Act of South Africa having been met. The Companies Act of South Africa and the JSE Listings Requirements require the approval of at least 75% (seventy-five percent) of the votes cast by shareholders present in person, or represented by proxy, at the annual general meeting, for special resolution number 2 to become effective.

4.14 Special resolution 3: Financial assistance to entities related or inter-related to the company, in terms of section 45 of the Companies Act of South Africa

"Resolved that, as a general approval, the company may, in terms of section 45(3)(a)(ii) of the Companies Act of South Africa, provide any direct or indirect financial assistance (financial assistance will herein have the meaning attributed to it in section 45(1) of the Companies Act of South Africa) to any related or inter-related company or to any juristic person who is a member of or related to any such company/ies (related and inter-related will herein have the meaning attributed to it in section 2 of the Companies Act of South Africa), subject to compliance with the remainder of section 45 of the Companies Act of South Africa, as the board may deem fit and on the terms and conditions, to the recipient/s, in the form, nature and extent and for the amounts that the board may determine from time to time."

In order for special resolution number 3 to be passed, the support of at least 75% (seventy-five percent) of the voting rights exercised on the resolution by the shareholders present in person, or represented by proxy, at the annual general meeting, is required.

The effect of special resolution number 3, if adopted, is to confer the authority on the board to authorise financial assistance to companies related or inter-related to the company or to any juristic person who is a member of or related to any such companies generally as the board may deem fit, on the terms and conditions, and for the amounts that the board may determine from time to time, for a period of two years from the date of the adoption of the special resolution and in particular as specified in the special resolution.

5. Additional information

The following additional information, which may appear elsewhere in the integrated annual report, is provided in terms of the JSE Listings Requirements for purposes of the general

authority to repurchase the company's shares set out in special resolution number 2 above:

- 5.1 Major shareholders – pages 36 and 37 of the integrated annual report of which this notice forms part; and
- 5.2 Stated capital of the company – page 82 of the integrated annual report of which this notice forms part.

6. Directors' responsibility statement

The directors in office, whose names appear on pages 10 and 11 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 2 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 enquiries to ascertain such facts have been made and that the special resolutions contain all information required by the JSE 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 shareholders.

9. Participation, voting and proxies

- 9.1 Please note that, in terms of section 62(3)(e) of the Companies Act of South Africa:
 - 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 place of that shareholder; and

- 9.1.2 A proxy need not also 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 page 119 of the integrated annual report, of which this notice forms part, and email it to TMS at proxy@tmsmeetings.co.za or alternatively contact them on +27 11 520 7950/1/2 as soon as possible, but in any event no later than 16:00 (South African time) on Tuesday, 30 August 2022. TMS will assist shareholders with the requirements for electronic participation in, and/or voting at, the annual general meeting.
- 9.3 Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the annual general meeting. Any such charges will not be for the account of the company, the JSE and/or TMS. The company, the JSE or TMS cannot be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevent any such shareholder from participating in and/or voting at the annual general meeting.
- 9.4 Shareholders are advised, and strongly encouraged, to participate in the annual general meeting electronically and, for administrative ease, to make use of proxy voting as outlined in this notice.
- 9.5 Shareholders are further advised that in terms of section 63(1) of the Companies Act of South Africa, any person (including proxies) attending, participating in or voting at the annual general meeting must present reasonably satisfactory identification before being entitled to attend or participate in and vote at the annual general meeting. TMS is obliged to validate, in consultation with the company and, in particular, the company's transfer secretaries, Computershare Investor Services Proprietary Limited (Computershare), and your Central Securities Depository Participant (CSDP) each shareholder's entitlement to participate in and/or vote at the annual general meeting, before providing you with the necessary means to access the annual general meeting and the associated voting platform. Forms of identification include valid identity documents, driver's licences and passports.



NOTICE OF ANNUAL GENERAL MEETING continued

- 9.6 All beneficial owners whose shares have been dematerialised through a CSDP, broker or nominee other than with "own name" registration, must provide the CSDP, broker or nominee with their voting instructions in terms of their custody agreements should they wish to vote at the annual general meeting. Alternatively, they may request the CSDP, broker or nominee to provide them with a letter of representation, in terms of their custody agreements, should they wish to participate in the annual general meeting electronically.
- 9.7 Unless you advise your CSDP, broker or nominee, in terms of the agreement between you and your CSDP, broker or nominee by the cut-off time stipulated therein, that you wish to participate in the annual general meeting electronically or nominate a proxy to represent you at this annual general meeting, your CSDP, broker or nominee will assume that you do not wish to attend the annual general meeting or nominate a proxy.
- 9.8 Forms of proxy (which form may be found enclosed) must be dated and signed by the shareholder appointing a proxy and must be emailed to TMS at proxy@tmsmeetings.co.za. Forms of proxy must be received not later than 16:00 on Tuesday, 30 August 2022. Before a proxy exercises any rights of a shareholder at the annual general meeting, such form of proxy must be so delivered. Thereafter, forms of proxy must be handed to the chairperson of the annual general meeting before the appointed proxy may exercise any rights of the shareholder at the annual general meeting. If required, additional forms of proxy may be obtained from the registered offices of the company, the transfer secretaries or TMS, whose details are set out on the inside back cover.

- 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 attending the annual general meeting.

By order of the board

Nictus Limited

Veritas Eksekuteurskamer Proprietary Limited
Company secretary

Bryanston
30 June 2022

ELECTRONIC PARTICIPATION

in the Nictus Limited virtual annual general meeting to be held on Thursday, 1 September 2022

The annual general meeting

Shareholders or their proxies who wish to participate in the annual general meeting *via* electronic communication (participants), must apply to the company's meeting scrutineers to do so by emailing the form below (the application) to the email address of the company's meeting scrutineers, TMS, by no later than 16:00 on Tuesday, 30 August 2022. The email address is as follows: **proxy@tmsmeetings.co.za**.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their CSDP or broker in the manner and time stipulated in their agreement with their CSDP or broker:

- To furnish them with their voting instructions; and
- In the event that they wish to participate in the meeting, to obtain the necessary authority to do so.

Participants will be able to vote during the annual general meeting through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the annual general meeting, must provide TMS with the information requested below.

Each shareholder, who has complied with the requirements below, will be contacted between 30 August 2022 and 1 September 2022 *via* email/mobile with a unique link to allow them to participate in the virtual annual general meeting.

The cost of the participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own service provider.

The participant's unique access credentials will be forwarded to the email/cell number provided below.

Application form

Name and surname of shareholder _____

Name and surname of shareholder representative _____
(if applicable)

ID number of shareholder or representative _____

Email address _____

Cell number _____

Telephone number _____

Name of CSDP or broker _____
(if shares are held in dematerialised format)

SCA number/broker account number, or _____

Own name account number _____

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.



ELECTRONIC PARTICIPATION continued

Terms and conditions for participation at the Nictus Limited annual general meeting to be held on Thursday, 1 September 2022 via electronic communication

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the participant and will be billed separately by the participant's own service provider.
- The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies the company, the JSE and TMS and/or their third-party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the company, the JSE and TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the annual general meeting.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the requirements set out above.
- Once the participant has received the link, the onus to safeguard this information remains with the participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the participant and delivered or emailed to TMS at proxy@tmsmeetings.co.za and in the manner set out above.

Shareholder name _____

Signature _____ Date _____

Important: You are required to attach a copy of your identity document/driver's licence/passport when submitting the application.

FORM OF PROXY



Nictus Limited

(Incorporated in the Republic of South Africa)

Registration number RSA: 1981/011858/06

Registration number NAM: F81/11858

JSE share code: NCS

ISIN number: NA0009123481

(Nictus or the company)

To be completed by certificated shareholders and dematerialised shareholders with "own name" registration only

For use by shareholders of the company holding certificated shares and/or dematerialised shareholders who have elected "own name" registration, nominee companies of Central Securities Depository Participants (CSDP) and brokers' nominee companies, registered as such at the close of business on Friday, 26 August 2022 (the voting record date), at the annual general meeting of the company to be held on Thursday, 1 September 2022, commencing at 16:00 (South African time), or at any adjournment thereof.

If you are a dematerialised shareholder, other than with "own name" registration, do not use this form. Dematerialised shareholders, other than with "own name" registration, should provide instructions to their appointed CSDP or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.

I/We _____

of _____ (address)

being the holder/s of _____ shares in the company, do hereby appoint:

1. _____ or, failing him/her

2. _____ or, failing him/her

3. the chairperson of the annual general meeting,

as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the 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:



FORM OF PROXY continued

	For	Against	Abstain	Precluded from voting in terms of the Companies Act of South Africa or the JSE Listings Requirements
Ordinary resolution 1: Re-election of Professor Barend J Willemse as a director				
Ordinary resolution 2: Re-election of Philippus J de W Tromp as a director				
Ordinary resolution 3: Re-election of Sarita Martin as a director				
Ordinary resolution 4: Non-binding approval of the remuneration policy				
Ordinary resolution 5: Non-binding approval of the remuneration implementation report				
Ordinary resolution 6: Re-election of Cornelius J de Vrye as a member and chairperson of the audit and risk committee				
Ordinary resolution 7: Re-election of Professor Barend J Willemse as a member of the audit and risk committee				
Ordinary resolution 8: Re-election of Sarita Martin as a member of the audit and risk committee				
Ordinary resolution 9: Reappointment of PricewaterhouseCoopers Inc. with the designated external audit partner being Jorge M Goncalves as the independent external auditor				
Ordinary resolution 10: Authority to issue ordinary shares				
Ordinary resolution 11: Signing authority				
Special resolution 1: Approval of non-executive directors' remuneration				
Special resolution 2: General authority to repurchase shares				
Special resolution 3: Financial assistance to entities related or inter-related to the company, in terms of section 45 of the Companies Act of South Africa				

Please indicate with an "X" in the appropriate spaces provided above how you wish your vote to be cast.

If you wish not to cast your votes in respect of less than all of the ordinary shares that you own in the company, however, insert the number of ordinary shares held in respect of which you desire to vote.

Signed at _____ on _____ 2022

Signature _____

Assisted by me, where applicable (name and signature) _____

NOTES TO THE FORM OF PROXY

1. Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the company) to participate in place of that shareholder at the annual general meeting.
2. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairperson of the annual general meeting". The person whose name stands first on the form of proxy and who is present at the annual general meeting shall be entitled to act as proxy to the exclusion of the persons whose names follow.
3. A shareholder's instructions to the proxy have to be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. Failure to comply with the above shall be deemed to authorise the chairperson of the annual general meeting, if the chairperson is the authorised proxy, to vote in favour of the ordinary and special resolutions at the annual general meeting, or any other proxy to vote or to abstain from voting at the annual general meeting, as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.
4. A shareholder or his/her proxy is not obliged to vote in respect of all the ordinary shares held by such shareholder or represented by such proxy, but the total number of votes for or against the ordinary and special resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the shareholder or his/her proxy is entitled.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity has to be attached to this form of proxy, unless previously recorded by the company's transfer secretaries or waived by the chairperson of the annual general meeting.
6. The chairperson of the annual general meeting may reject or accept any form of proxy that is completed and/or received other than in accordance with these instructions and notes.
7. Any alterations or corrections to this form of proxy have to be initialled by the signatory(ies).
8. The completion and lodging of this form of proxy shall not preclude the relevant shareholder from participating in the annual general meeting to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
9. All beneficial owners of ordinary shares who have dematerialised their shares through a CSDP or broker, other than those shareholders who have elected to dematerialise their shares with "own name" registrations, and all beneficial owners of ordinary shares who hold certificated shares through a nominee, must provide their CSDP, broker or nominee with their voting instructions. Voting instructions must reach the CSDP, broker or nominee in sufficient time to allow the CSDP, broker or nominee to advise TMS of this instruction no less than 48 hours before the time appointed for the holding of the meeting. Should you, as the beneficial owner, however, wish to participate in the meeting, you may do so by requesting your CSDP, broker or nominee to issue you with a letter of representation in terms of the custody agreement entered into with your CSDP, broker or nominee. Letters of representation must be lodged with TMS not less than 48 hours before the time appointed for the holding of the meeting. Shareholders who hold certificated shares with their own name and shareholders who have dematerialised their shares with "own name" registrations must lodge their completed proxy forms with TMS via email at proxy@tmsmeetings.co.za not less than 48 hours before the time appointed for the holding of the meeting (excluding Saturdays, Sundays and public holidays).
10. Forms of proxy have to be emailed to TMS at proxy@tmsmeetings.co.za. Forms of proxy must be received not later than 16:00 on Tuesday, 30 August 2022. Thereafter, forms of proxy must be handed to the chairperson of the annual general meeting before the appointed proxy may exercise any rights of the shareholder at the annual general meeting.

Summary of rights established by section 58 of the Companies Act of South Africa, as required in terms of subsection 58(8)(b)(i)

1. A shareholder may at any time appoint any individual, including a non-shareholder of the company, as a proxy to participate in, speak and vote at a shareholders' meeting on his or her behalf (section 58(1)(a)), or to give or withhold consent on behalf of the shareholder to a decision in terms of section 60 (shareholders acting other than at a meeting) (section 58(1)(b)).
2. A proxy appointment must be in writing, dated and signed by the shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 6.3 or expires earlier in terms of paragraph 10.4 (section 58(2)).



NOTES TO THE FORM OF PROXY continued

3. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder (section 58(3)(a)).
4. A proxy may delegate his or her authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy (proxy instrument) (section 58(3)(b)).
5. A copy of the proxy instrument must be delivered to the company, or to any other person acting on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders' meeting (section 58(3)(c)) and in terms of the company's MOI at least 48 hours before the annual general meeting commences.
6. Irrespective of the form of instrument used to appoint a proxy:
 - 6.1 The appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder (section 58(4)(a));
 - 6.2 The appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and
 - 6.3 If the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company (section 58(4)(c)).
7. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 6.3 (section 58(5)).
8. If the proxy instrument has been delivered to a company, as long as that appointment remains in effect, any notice required by the Companies Act of South Africa or the MOI to be delivered by the company to the shareholder must be delivered by the company to the shareholder (section 58(6)(a)), or the proxy or proxies, if the shareholder has directed the company to do so in writing and paid any reasonable fee charged by the company for doing so (section 58(6)(b)).
9. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)).
10. If a company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of proxy instrument:
 - 10.1 The invitation must be sent to every shareholder entitled to the notice of the annual general meeting at which the proxy is intended to be exercised (section 58(8)(a));
 - 10.2 The invitation or form of proxy instrument supplied by the company must:
 - 10.2.1 Bear a reasonably prominent summary of the rights established in section 58 of the Companies Act of South Africa (section 58(8)(b)(i));
 - 10.2.2 Contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name, and if desired, an alternative name of a proxy chosen by the shareholder (section 58(8)(b)(ii)); and
 - 10.2.3 Provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the annual general meeting, or is to abstain from voting (section 58(8)(b)(iii));
 - 10.3 The company must not require that the proxy appointment be made irrevocable (section 58(8)(c)); and
 - 10.4 The proxy appointment remains valid only until the end of the annual general meeting at which it was intended to be used, subject to paragraph 7 (section 58(8)(d)).

DEFINITIONS, RATIOS AND TERMS

Companies Act of South Africa	Companies Act of South Africa, 71 of 2008
CSDP	Central Securities Depository Participant
IAS	International Accounting Standards
IASB	International Accounting Standards Board
IBNR	Incurred but not yet reported
IFRS	International Financial Reporting Standards
Insurance Act	Insurance Act, 18 of 2017
IRBA Code	Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors
ISAs	International Standards on Auditing
IT	Information technology
JIBAR	Johannesburg Interbank Average Rate
JSE	JSE Limited
King IV™	King IV Report on Corporate Governance for South Africa, 2016™
MOI	Memorandum of Incorporation
SAICA	South African Institute of Chartered Accountants
SARS	South African Revenue Service
SCR	Solvency capital requirement
SENS	Stock Exchange News Service
The company	Nictus Limited
The group	Nictus Limited, the holding company of the group, and all its subsidiaries
TMS	The Meeting Specialist Proprietary Limited



DEFINITIONS, RATIOS AND TERMS continued

Financial definitions

Average net assets	The sum of net assets at the end of the current year and the previous year, divided by two.
Current ratio	Current assets to current liabilities.
Dividend cover	Basic earnings divided by ordinary dividends paid in the current year.
Dividends per share	Dividends for the year divided by the number of shares in issue at the date of each dividend declaration.
Basic earnings per share	Profit or loss for the year after adjusting for non-controlling interest, divided by the weighted average number of shares in issue during the year.
Earnings yield (%)	Headline earnings per share to market price at year end.
Headline earnings per share	Headline earnings divided by the weighted average number of shares in issue during the year.
Liability ratio	The sum of non-current interest-bearing borrowings and current liabilities to total equity adjusted for deferred taxation.
Net asset turn	Revenue divided by average net assets.
Net assets	Total assets less non-interest-bearing debt and insurance contract liabilities.
Net worth per share	Equity attributable to equity holders of the company divided by the number of ordinary shares in issue at year end.
Operating income to turnover	Profit before finance expenses and taxation divided by revenue.
Price earnings ratio	Market price at year end to headline earnings per share.
Return on assets managed	Profit before finance expenses and taxation expressed as a percentage of average net assets.
Return on shareholders' equity	Profit or loss attributable to the owners for the year expressed as a percentage of equity attributable to the owners.
Weighted average number of shares in issue during the year	The number of shares 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.

CONTACT INFORMATION

Nictus Limited

(Nictus or the company)
(Incorporated in the Republic of South Africa)
Registration number RSA: 1981/011858/06
Registration number NAM: F81/11858
JSE share code: NCS
ISIN number: NA0009123481
www.nictuslimited.co.za

Registered office of the company

Head office

Nictus Limited
Block C, 1st floor
The Main Straight Office Park
392 Main Road, Bryanston 2191
South Africa

PO Box 2878
Randburg 2125
South Africa

Windhoek office

Nictus Building, 1st floor
140 Mandume Ndemufayo Avenue
Windhoek, Namibia

Private Bag 13231
Windhoek, Namibia

Company secretary

Veritas Eksekuteurskamer Proprietary Limited

Registration number: 1984/007487/07
Block C, 1st floor
The Main Straight Office Park
392 Main Road, Bryanston 2191
South Africa

PO Box 2878
Randburg 2125
South Africa

Auditor and reporting accountant

PricewaterhouseCoopers Inc.

4 Lisbon Lane, Waterfall City
Jukskei View 2090
Private Bag X36
Sunninghill 2157
South Africa

JSE sponsor

One Capital Sponsor Services Proprietary Limited

17 Fricker Road
Illovo 2196
South Africa

Transfer secretaries

Computershare Investor Services Proprietary Limited

15 Biermann Avenue
Rosebank 2196
South Africa

PO Box 61051
Marshalltown 2107
South Africa

Annual general meeting scrutineers

The Meeting Specialist Proprietary Limited

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