



NEW AFRICAN PROPERTIES



INTEGRATED  
ANNUAL  
REPORT  
2024



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*The Integrated Annual Report has been prepared in order to comply, in all material respects, with the requirements of the Botswana Companies Act (CH42:01) and requirements of the Botswana Stock Exchange. Accordingly, the Board of Directors and Management of the Company assume no responsibility for, nor warrant compliance of, information contained in the Annual Report with requirements of other legal frameworks or regulatory authorities of other jurisdictions.*

# NAP OVERVIEW

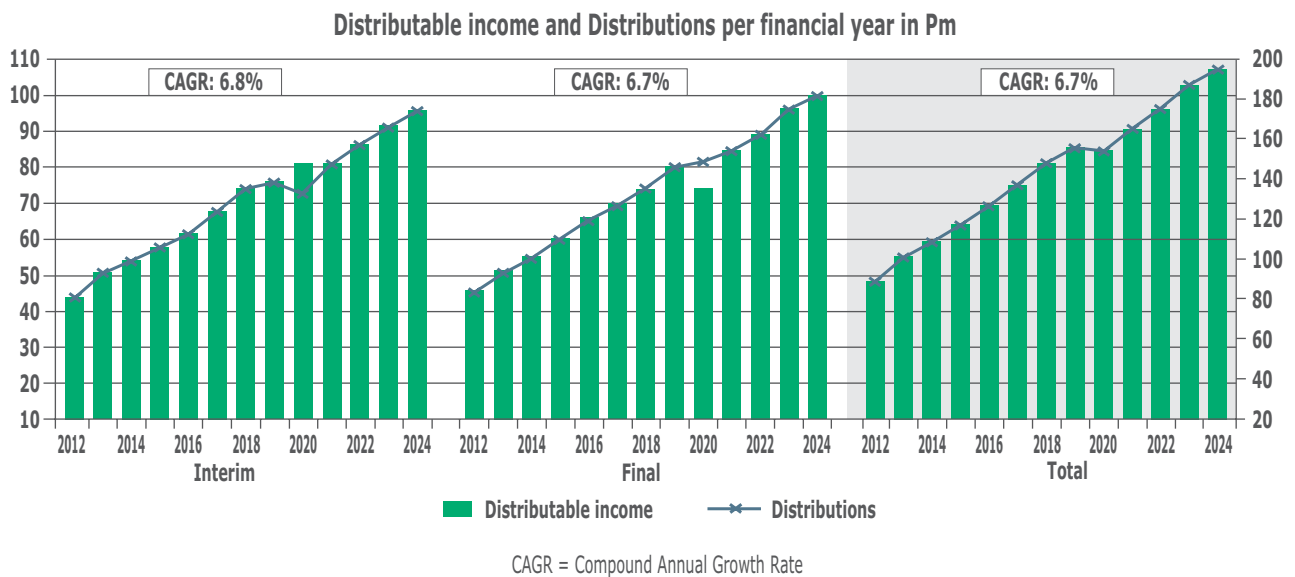
31 July 2024

## OVERVIEW

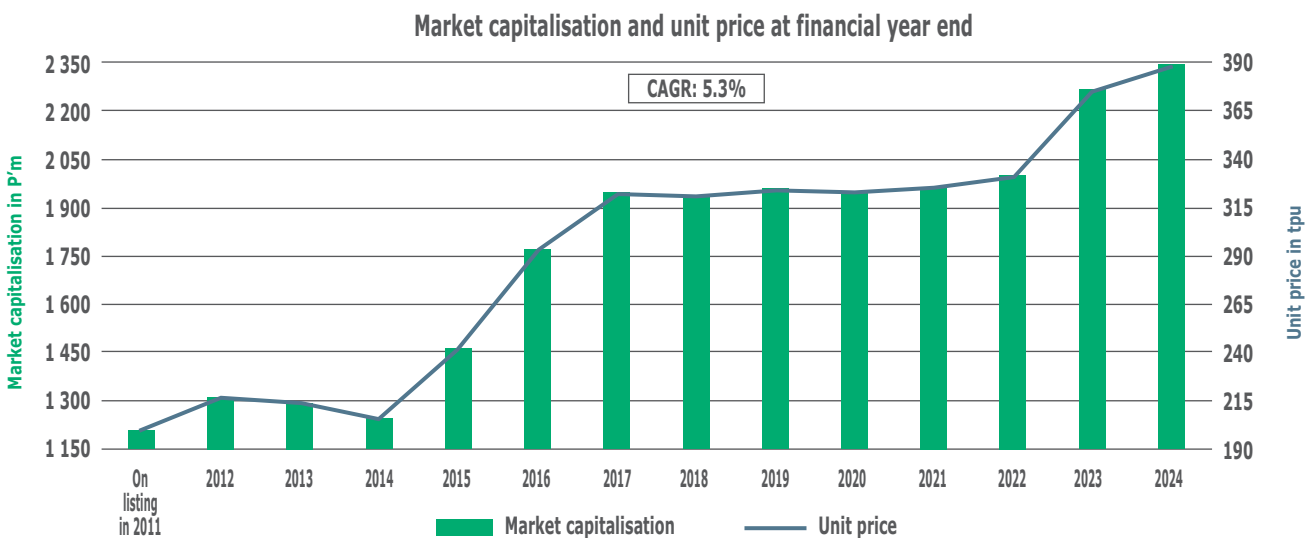
New African Properties Limited ("NAP") is a public variable rate loan stock company offering investors the opportunity to share in a diversified portfolio of 67 well-established, strategically located, primarily retail properties across Botswana as well as a small portfolio of Namibian retail properties.

NAP listed on the Botswana Stock Exchange (BSE) on 28 September 2011 and has afforded investors both capital and distribution growth.

Distributions have grown by 6.7% annually since listing.



The unit price has grown by 5.3% annually the same period.



## NAP OVERVIEW (continued)

31 July 2024

### STRATEGY

NAP's primary objective is to provide returns to investors through income and capital growth superior to alternative risk related investments. This objective is underpinned by a property portfolio which attracts good rentals from quality tenants.

The key strategic goals underlying this are:

- Managing our properties to achieve stable and sustainable growth
  - Investing in appropriate properties
  - Maintaining our retail focus
  - Maintaining our strong tenant profile
  - Maximising contractual rentals
  - Minimising rental arrears, bad debts and vacancies
  - Optimising expenditure
- Understanding the environment we operate in
- Managing using a sound governance framework
- The use of skilled service providers
- Distribution certainty and transparency
- Diversifying our funding through the introduction of prudent gearing
- Diversifying the unitholder base

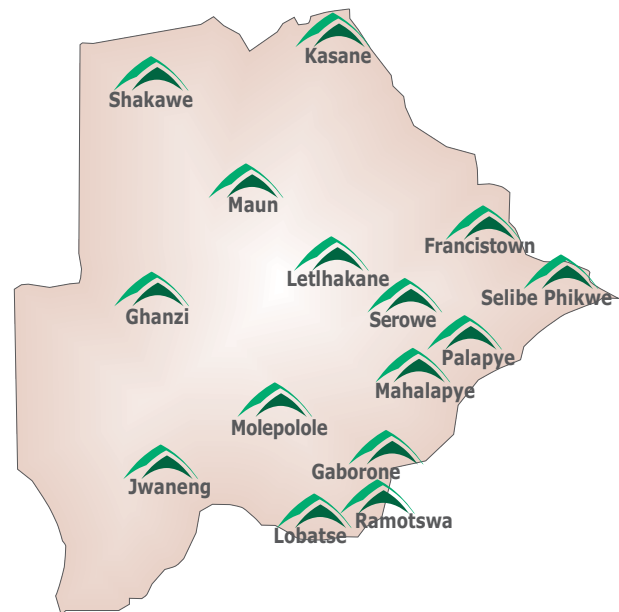
### PROPERTY PORTFOLIO

The portfolio has an extensive geographical footprint in Botswana covering its main urban areas, with a weighting towards Gaborone (being the country's primary economic hub) and a small footprint in Namibia.

### NATURE OF INVESTMENT AND RETURNS

The ownership of linked units in a variable rate loan stock company is tax efficient as profits are distributed by means of a dividend and a debenture interest payment which is larger than the dividend. The full amount of interest is deductible from income of the variable rate loan stock company as an expense incurred in the production thereof.

Dividends paid by the company are subject to withholding tax which is a final tax. Interest is also subject to withholding tax, unless the unitholder is exempt, and this tax can be credited against tax payable by the recipient. Any capital gains on disposal of linked units after one year of acquisition are exempt from taxation under the current taxation regime as the Company has offered more than 49% of its linked units to trade on the Botswana Stock Exchange. In addition to being able to vote on issues that affect them, unitholders' interests are protected through the application of a code of governance and the appointment of independent directors to the Board.



# FIVE YEAR HISTORICAL REVIEW

	31 July 2024	31 July 2023	31 July 2022	31 July 2021	31 July 2020
<b>INCOME</b>					
Revenue* (P000)	243 149	238 302	225 814	212 911	207 111
Distributable income (P000)	195 134	187 298	175 263	165 226	154 498
Distributable income (tpu)	32.29	30.99	29.00	27.34	25.56
Increase in distributable income (%)	4%	7%	6%	7%	-1%
Distributions (tpu):	32.28	31.01	29.01	27.34	25.52
- interim	15.82	15.11	14.26	13.38	12.04
- final	16.46	15.90	14.75	13.96	13.48
Distribution growth (%)	4%	7%	6%	7%	-1%
Profit (P000)	204 669	226 020	225 499	161 518	149 323
Change in profit (%)	-9%	0%	40%	8%	-25%
<b>ASSETS</b>					
Investment property* (Pm)	1 587	1 583	1 545	1 467	1 489
Borrowings (Pm)	0	4	8	12	15
Net asset value (Pm)	1 531	1 521	1 483	1 433	1 433
Change in net asset value (%)	1%	3%	4%	0%	-1%
<b>GEARING</b>					
Debt to property value (%)	0%	0%	1%	1%	1%
Debt fixed (%)	0%	0%	0%	0%	0%
<b>UNIT STATISTICS</b>					
Units in issue (millions)	604	604	604	604	604
Closing price (tpu)	388	375	331	325	323
Mkt cap at end of period (Pm)	2 345	2 266	2 001	1 964	1 952
Premium to NAV (%)	53%	49%	35%	37%	36%
Historic yield (%)	8.3%	8.3%	8.8%	8.4%	7.9%
Total return per linked unit (%)	12.1%	22.7%	10.8%	9.1%	7.6%
<b>PROPERTIES</b>					
Number of properties	67	67	67	64	64
Last valuation* (Pm)	1 587	1 583	1 545	1 467	1 489
Change in property valuation (%)	0%	2%	5%	-2%	-1%
GLA (000m <sup>2</sup> )	135	135	135	129	129
Vacancy (by GLA)	6.7%	6.9%	5.8%	5.0%	4.6%

\* excludes lease accounting adjustments

# BUSINESS REVIEW

for the year ended 31 July 2024

## FINANCIAL RESULTS

NAP has generated sustainable earnings since listing, making it an attractive alternative to fixed income investments.

Current year distributions totalled 32.28 thebe per linked unit (P195.1 million in aggregate) which is a 4.1% increase on the 31.01 thebe per linked unit (P187.4 million in aggregate) in 2023.

	2024 P'000	2023 P'000	% change favourable/(adverse)
<b>Composition of Distributable Income and Distributions</b>			
<b>Revenue*</b>	<b>243 149</b>	238 302	+2.0%
Other income	4 066	4 253	-4.4%
Property costs*	(38 204)	(40 882)	+6.6%
Excluding impairments*	(38 224)	(37 249)	-2.6%
Impairments	20	(3 633)	+100.6%
<b>Distributable net rental income*</b>	<b>209 011</b>	201 673	+3.6%
Portfolio operating expenses	(14 827)	(14 406)	-2.9%
<b>Distributable operating profit</b>	<b>194 184</b>	187 267	+3.7%
Net investment income*	4 242	3 522	+20.4%
<b>Distributable profit before tax and FV adjustments</b>	<b>198 426</b>	190 789	+4.0%
Taxation relating to distributable income	(3 292)	(3 491)	+5.7%
<b>Distributable income</b>	<b>195 134</b>	187 298	+4.2%
Number of units in issue	604 397	604 397	
<b>Distributable income in tpu</b>	<b>32.29</b>	30.99	+4.2%
Distributions declared			
Interim	95 616	91 324	+4.7%
Final	99 484	96 099	+3.5%
<b>Total distributions</b>	<b>195 100</b>	187 423	+4.1%
Distributions in tpu	<b>32.28</b>	31.01	+4.1%

\* excludes lease accounting adjustments and related taxes



# BUSINESS REVIEW (continued)

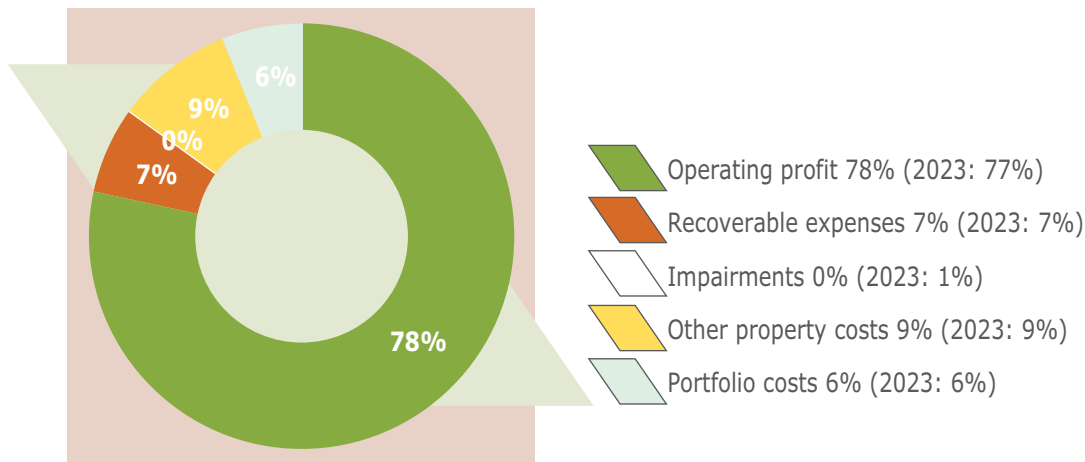
for the year ended 31 July 2024

## FINANCIAL RESULTS (continued)

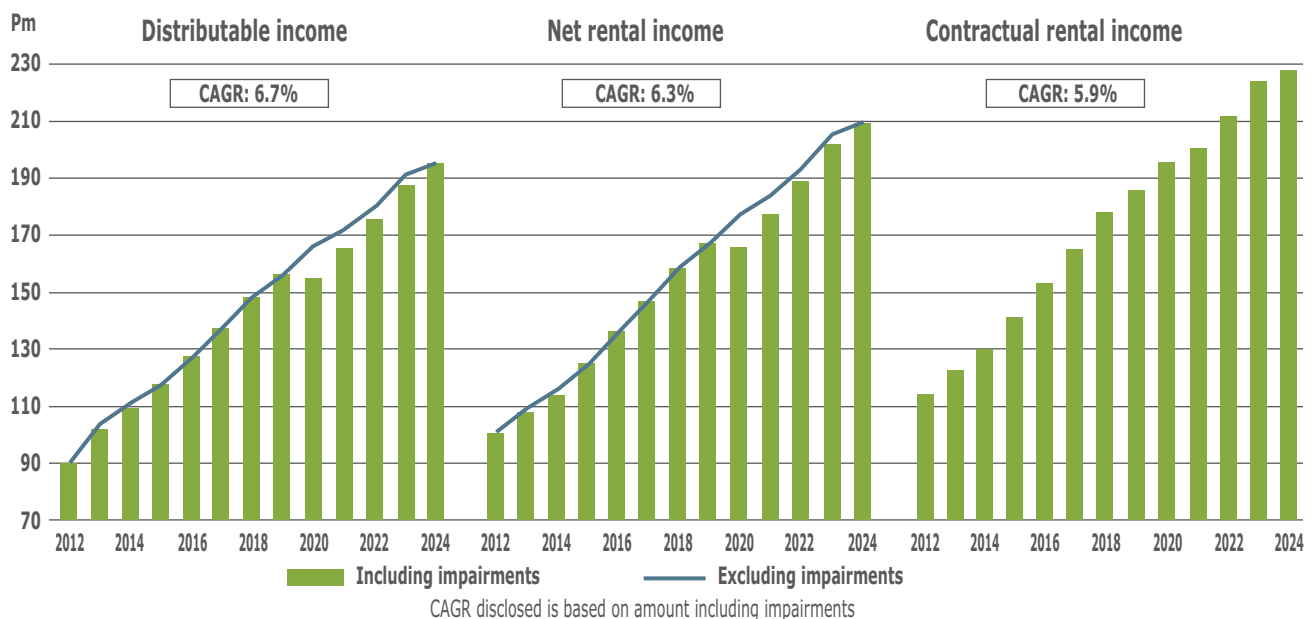
Property costs (excluding impairments) have increased marginally year on year. This was achieved through optimising costs on controllable expenses, allowing the increase in property costs to fall in line with revenue growth. There has been a reversal in the impairment charge as a result of better than expected recoveries on lockdown arrears which was achieved through a long and concerted negotiation process. The net unimpaired arrears excluding VAT amounts to P3.6 million at year end (2023: P1.2 million) with a large portion of this attributable to a lockdown settlement received after year end.

The muted growth in portfolio operating expenses is largely the result of the valuation cycle with a desktop valuation in the current year and due to a reduction in realised exchange losses.

Distributable operating profit amounted to 78% of total income which represents an increase on last year, this was achieved through a reduction in the impairment charge.



The below charts provide a graphical representation of the growth in key financial performance measures, it also highlights the impact of Covid-19 and the resulting impairment charge particularly on the 2020 and 2021 financial years. The effects of the impairment charge in the current year is negligible.



## BUSINESS REVIEW (continued)

for the year ended 31 July 2024

### FINANCIAL RESULTS (continued)

Profit for the year of P204.7 million is 9.4% down on last year's P226.0 million as a result of annual fair valuation adjustments with a full reconciliation set out below.

	2024 P'000	2023 P'000	% change favourable/(adverse)
<b>Reconciliation of Distributable Income to Comprehensive Income</b>			
<b>Distributable income</b>	<b>195 134</b>	187 298	+4.2%
FV adjustments:			
- Investment property	9 904	37 808	
- Financial asset	(5 130)	(229)	
Share of Associate's profit	1 338	6 812	
Amortisation of intangible asset	(881)	(881)	
Rent straight line adjustments	(3 553)	1 340	
IFRS 16 adjustments	(252)	(192)	
Tax on:			
- Investment property fair value	(1 553)	(7 834)	
- Investment property indexation	9 404	3 369	
- Share of Associate's profit	(134)	(681)	
- Rent straight-lining	755	(303)	
- IFRS 16 adjustments	(13)	(13)	
- Other non distributable items	(350)	(474)	
<b>Net profit after tax</b>	<b>204 669</b>	226 020	-9.4%
Foreign exchange currency difference	16	(979)	
<b>Comprehensive income</b>	<b>204 685</b>	225 041	-9.0%

The properties have once again been independently valued with an adjustment for the specific contractual arrangements relative to Riverwalk. These arrangements are set out in the annual financial statements and relate to the property, excluding the anchor tenant in the main part of the centre and the adjoining property known as Riverwalk Plaza. The Riverwalk property in the top ten property table below is reflected net of the investment in the Associate and Riverwalk Plaza, but inclusive of the property occupied by the anchor tenant. Until the exercise of the option, the value of this property is likely to decrease, while the value of NAP's investment in the Associate is likely to increase.

The carrying value of the investment property in the financial statements has further been adjusted by lease accounting adjustments required by IFRS.

This year the carrying value of investment property increased to P1 560 million from P1 551 million last year. The movement in the fair value gain on Investment property from P38 million last year to P10 million this year, is the largest contributor to the 9.4% reduction in profit after tax notwithstanding the growth in distributable income and distributions.



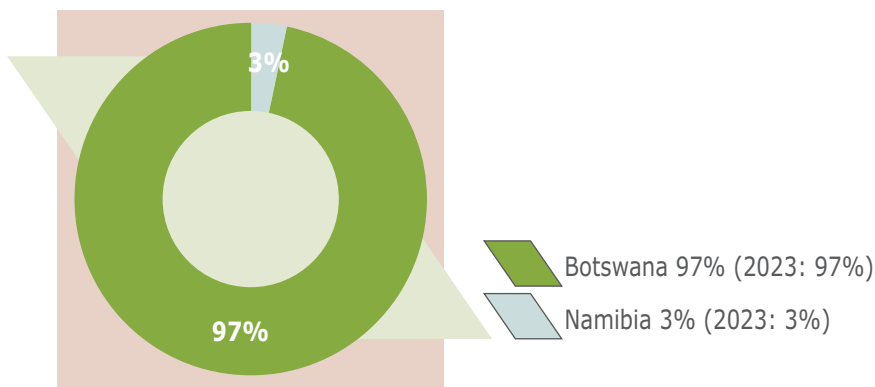
# BUSINESS REVIEW (continued)

for the year ended 31 July 2024

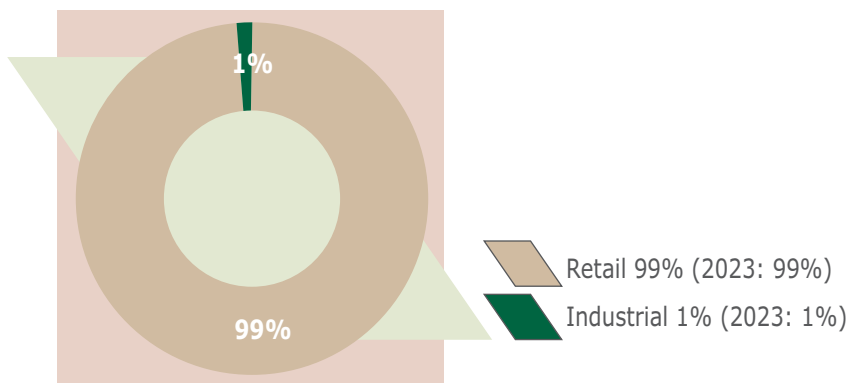
## PROPERTY PORTFOLIO

There have been no changes to the portfolio during the year and it remains weighted towards the Botswana retail sector, with some exposure to the Namibia retail sector (3%) and Botswana industrial sector (1%). The total portfolio comprises 60 properties in Botswana and 7 properties in Namibia. The three units damaged as a result of a fire at Kasane Mall at the beginning of the financial year have been reinstated and the tenants are trading.

### Country split by value



### Sectoral split by value



### Property portfolio composition based on fair value at 31 July 2024:

	Namibia Pm*	Botswana Pm*	Total Pm*	%
Sector				
Retail	46	1 518	1 564	99%
Industrial	-	23	23	1%
Total	46	1 541	1 587	100%
%	3%	97%	100%	
Number of properties	7	60	67	
GLA (m <sup>2</sup> )	12 561	122 042	134 603	

\* Fair value before lease accounting adjustments.

## BUSINESS REVIEW (continued)

for the year ended 31 July 2024

### PROPERTY PORTFOLIO (continued)

The top ten properties by value comprise 75% (2023: 76%) of the total fair value of the portfolio at year end.

#### Details of the Top Ten properties:

Property	Carrying value 31/7/2024 P'000	% of portfolio	Location	Major tenants
Kagiso Centre	204 530	12.9%	Gaborone	Choppies, Pep, CB Stores, Sheet Street, Dunns, Options, JB Sports, Pharma South, Cash Crusaders, WUC, Ackermans, Liquorama
Gaborone Shopping Centre	191 790	12.1%	Gaborone	Pep, Furnmart, CB Stores, Dodo's, Studio 88, JB Sports, Dunns, Side Step, Skipper Bar
Riverwalk	176 573	11.1%	Gaborone	Pick n Pay, Hi Fi Corp, Nu Capitol Cinemas, Ackermans, Woolworths, MRP, Dunns, CB Stores, Bata Shoes, Nando's, Mugg & Bean, JB Sports, Cape Union Mart, Dros, Liquorama, Clicks
Riverwalk Plaza	147 790	9.3%	Gaborone	Homecorp, Spar, Tops, FNB, Incredible Connection
Mafenyatlala	139 650	8.8%	Molepolole	Spar, Tops, Kweneng District Council, Ackermans, Absa Bank, Pep, Dunns, Bank Gaborone, KFC, Woolworths, CB Stores, JB, Studio 88, MRP, Milady's, Clicks, Pulse Pharmacy
Kasane Mall	99 110	6.3%	Kasane	Spar, Tops, Clicks, CB Stores, Pep, Dunns, Absa Bank, Woolworths, Topline, Orange
Mokoro Centre	63 760	4.0%	Maun	Spar, Ackermans, Pep, Dunns, Topline, Furnmart, Style, The Hub, Dodo's, Taku, Beaver Canoe, Puma Energy
Madirelo Centre	62 150	3.9%	Gaborone	CB Stores, Furnmart, Topline, Cash Crusaders, Afritec, City Furnishers
Plot 8, Station	56 070	3.5%	Gaborone	Knock Out Supermarket, CB Stores, Hungry Lion, Signed Past
Tlokweng Shopping Centre	45 790	2.9%	Tlokweng	Choppies, Furnmart, Liquorama, Pep, Chicken City
<b>Total fair value 2024 year end</b>	<b>1 187 213</b>	<b>74.8%</b>		
Total fair value 2023 year end	1 197 756	75.7%		

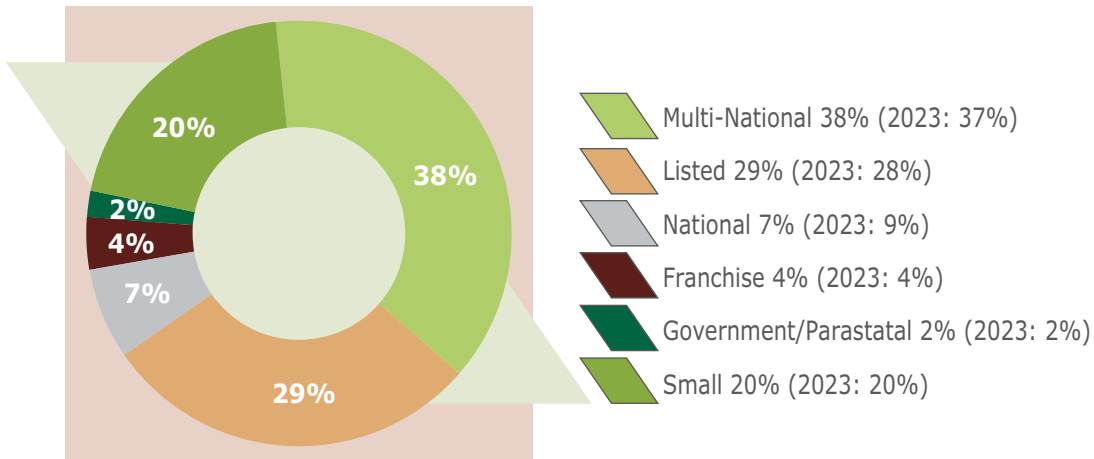
At year end 93% of the gross lettable area was let in terms of 440 leases. The property portfolio is supported by a quality tenant base with 67% of rental income is attributable to listed and multinational tenants (2023: 65%). NAP remains focused on providing smaller entrepreneurs access to market while underpinning security of income with rentals from these listed and multinational tenants.

# BUSINESS REVIEW (continued)

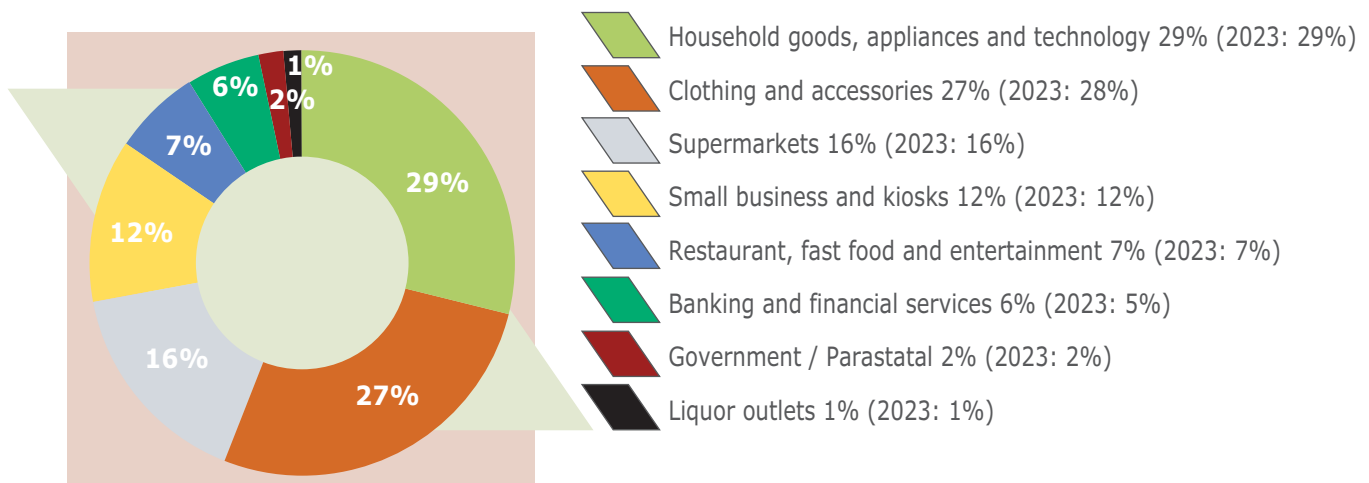
for the year ended 31 July 2024

## PROPERTY PORTFOLIO (continued)

### Tenant composition by rental



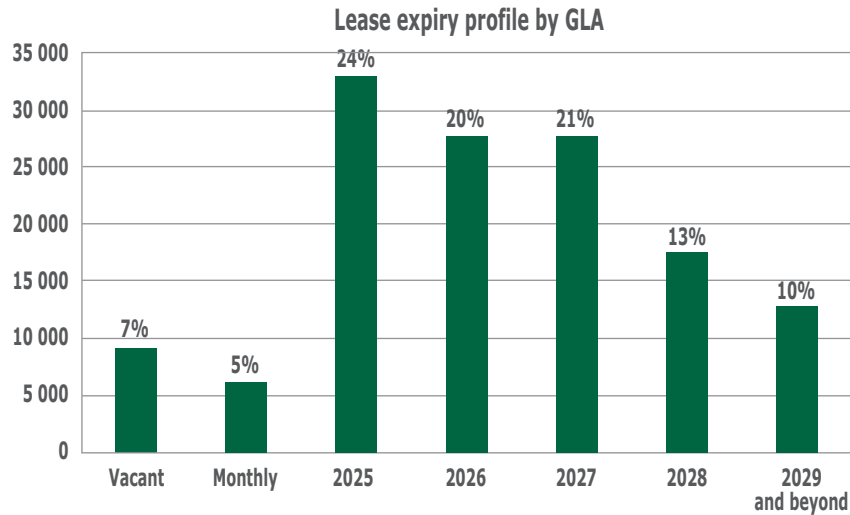
### Tenant categorisation by rental



## BUSINESS REVIEW (continued)

for the year ended 31 July 2024

### PROPERTY PORTFOLIO (continued)



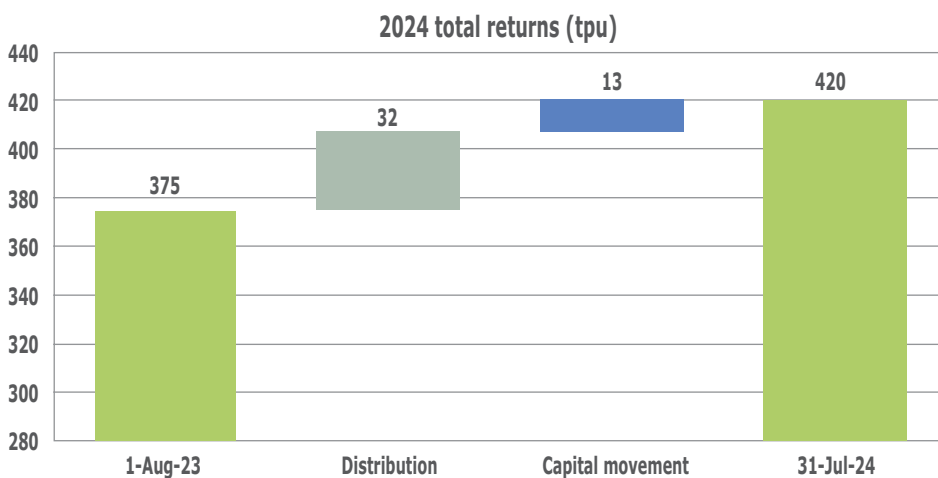
Vacancies have decreased from 6.9% in 2023 to 6.7% in 2024. The Namibian portfolio vacancies have reduced year on year by 24% and represent 26% of the total portfolio vacancies at year end.

Monthly tenancies have reduced year on year by 16.9%. Just above a third of leases expiring (in terms of GLA) in the 2025 financial year are almost equally split between Mafenyatlala and the Riverwalk node. Management remains confident on the renewal of the vast majority of these leases.

### RETURNS TO INVESTORS FOR 2024

Returns to investors comprise an income return, being the distributions paid for the period, together with the capital growth. This capital growth is based on movement in unit price.

The income return to investors from the 32.28 thebe distribution equates to a 8.6% return for the year on the opening unit price of 375 thebe. The total return for the year amounts to 45.28 thebe per linked unit, taking into account the 13 thebe increase in the unit price to 388 thebe by 31 July 2024, equating to a total unitholder return of 12.1% for 2024.



## BUSINESS REVIEW (continued)

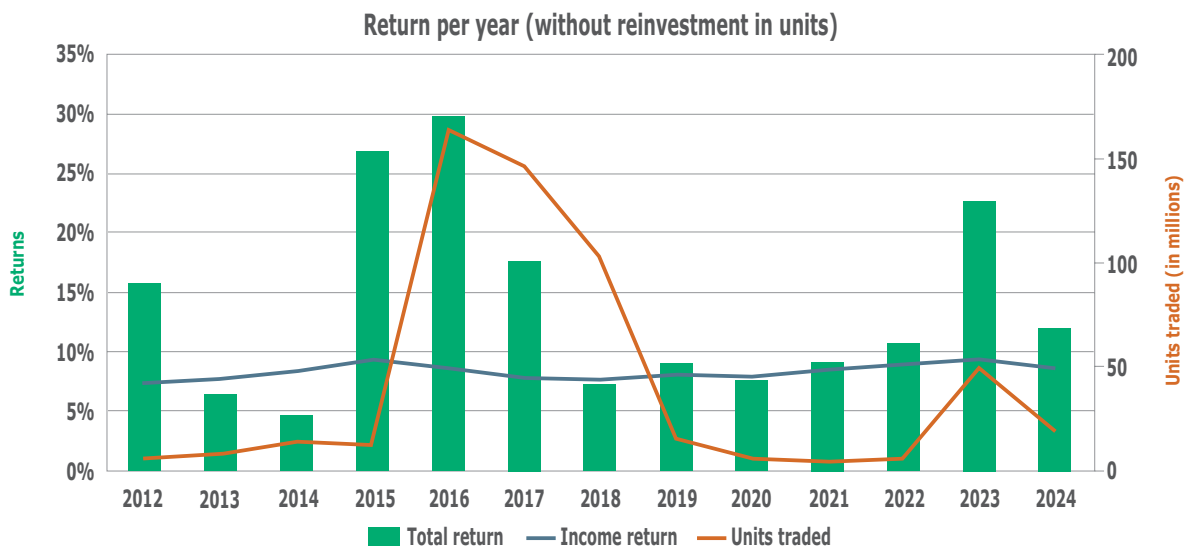
for the year ended 31 July 2024

### RETURNS TO INVESTORS SINCE LISTING

Income returns have remained relatively constant since listing, fluctuating in a band between 7.35% and 9.50%, whereas unit price movement has been more variable. The last two years has seen a gradual, but marked increase in the unit prices off the back of day-to-day trading. This is in contrast to the past where pointed movements in unit price were driven by larger sized trades.

The aggregate total return to investors since listing amounts to 248% (2023: 225%) on the 200 thebe listing price. Distributions contributed 154% (2023: 138%) while the increase in the unit price contributed 94% (2023: 87%). This total return equates to a compound total annual return of 10.2% (2023: 10.3%) since listing.

With a reinvestment in units the compound annual return increases to 13.5% (2023: 13.3%).



### CONCLUSION

NAP, being effectively ungeared, is well placed to acquire quality assets in the future.

# DIRECTORS AND OUTSOURCED MANAGEMENT TEAM

as at 31 July 2024

## **Tobias Louis John Mynhardt**

*Non-Executive Chairman*

B.Comm (Hons - UCT), MSc Econ (LSE)

*Chairman of Board*

*(Motswana)*

Mr. Mynhardt is the Deputy Chairman of the CBH Group, having served on the Board since his appointment as a director in 2003. He has assumed leadership of various divisions of the CBH Group which has investments in a number of industries including property, retail, tourism, hospitality, manufacturing, construction and financial services. He led the 2011 listing of NAP which represented the consolidation of the CBH Group's property interests. He was Managing Director of an associate company, the then BSE-listed Furnmart Limited, from 2009 until his appointment as Deputy Chairman in 2016. Mr. Mynhardt's early career encompassed exposure to the investment industry through a hedge fund firm in London.

## **Louis Mynhardt**

*Managing Director*

*Executive Director*

CA, BA (Hons) Economics

*Attends Risk, Audit and Compliance Committee meeting by invitation*

*(Motswana)*

Louis Mynhardt qualified as a Chartered Accountant and is a member of the CBH Executive. Previously, Mr. Mynhardt worked within the private equity sector and was involved with sub-Saharan Africa's largest private equity real estate fund that develops, finances and manages properties across multiple assets classes and countries. Mr Mynhardt has served on the Boards and associated subcommittees of various listed and private companies in Botswana and abroad.

## **Collin Frederick van Wyk**

*Financial Director*

*Executive Director*

B.Compt (Hons), CTA (UNISA), C.A.(S.A), ACPA

*Attends Risk, Audit and Compliance Committee meetings by invitation*

*(South African)*

Mr. van Wyk was appointed Financial Director in April 2023 and serves in a concurrent role as the Finance Manager at Nafprop, having been in that position since April 2017. Prior to that he was based in Uganda where he served as the Regional Financial Manager at The New Forests Company. Mr. van Wyk has also fulfilled managerial roles in the retail sector with a particular focus on high end retail. Preceding his move to commerce he spent five years in the audit environment.

## **Jerome Patrick McLoughlin**

*Lead Independent Director*

*Independent, Non-Executive Director*

B.Comm, Dip Acc (Natal), C.A.(S.A.)

*Chairman of Risk, Audit and Compliance Committee*

*(South African)*

After completing articles with Deloitte (Durban) in 1993 and qualifying as a chartered accountant, Mr. McLoughlin started a career in public audit practice and currently serves as a director of a firm of registered auditors known as Hodkinson Inc. He also serves as a non-executive director to companies and serves as trustee on a number of trusts. He has substantial experience in an advisory capacity and in property investment.



## DIRECTORS AND OUTSOURCED MANAGEMENT TEAM (continued)

as at 31 July 2024

### **Seshadri Venkatakrishnan**

*Independent, Non-Executive Director*

C.A. (India)

*Member of the Risk, Audit and Compliance Committee*

*(Indian)*

Mr. Venkatakrishnan is a Chartered Accountant from India with a wide experience in Finance and General Management, of which about 20 years was in Botswana. He has held senior roles in different capacities in varied business sectors like Retail, Manufacturing, Property holdings and Property development, IT, Healthcare sector and Education. He is currently a Management Consultant and holds directorships in companies in India.

### **Odirile Merafhe**

*CBH Group Executive*

B.Sc (Embry Riddle, USA)

Mr. Merafhe is a member of the Executive Management team of the CBH Group, responsible for business development and special projects. Prior to this he was head of Business Development for Momentum Africa responsible for the growth of Momentum Africa subsidiaries in 10 countries and new opportunities in Africa and emerging markets. Before that he was General Manager of Momentum Botswana, the administrator of Botsogo Health plan, since the inception of the company. He oversaw the growth of the Botswana business to a well-respected and successful medical aid company with over 20,000 lives under administration. Before joining Momentum he was Chief Executive Officer of the Hospitality and Tourism Association of Botswana after spending 12 years in the Airline industry in Botswana and South Africa. Mr. Merafhe is Chairman of Metropolitan Health Botswana and a former Chairman of Junior Achievement Botswana, director of Botswana Development Corporation, MRI Botswana Limited, Botswana Tourism Board, Botswana Business Coalition on HIV AIDS. He is a Board member of Business Botswana.

### **Lauren Tapping**

*CBH Group Chief Financial Officer*

B.Compt (Hons), CTA (UNISA), C.A.(S.A.), FCPA

Ms. Tapping has 35 years financial experience, with a significant focus on the property industry and specifically the listed real estate sector in South Africa, Namibia and Botswana. She is the Chief Financial Officer for the CBH Group and served as NAP's Chief Financial Officer / Finance Director from March 2012 to April 2023. Prior to joining the CBH Group she served as Finance Director of Marriott Property Services (Proprietary) Limited, JSE listed SA Corporate, director of Namibian listed Oryx Properties Limited and Head of Finance for the Listed Real Estate Division at Old Mutual Property Investments. In these capacities she gained experience with the various facets of property from a listed company and broad property services company perspective, was involved in a number of listings and corporate transactions, and served on various listed company committees including as chairman of Oryx's Remuneration & Nomination Committee. Prior to her commercial experience she spent 6 years in the audit environment.

### **Hinré Smit**

*CBH Legal Executive*

B Com LLB LLM, H Dip Co Law, M Com (Ind Psych)

Hinré Smit is admitted as attorney in the high courts of Gauteng, Western Cape and Botswana, as well as a registered industrial psychologist with the HPCSA. She joined CBH in 2015, and is responsible for legal advice and company secretarial functions, as well as strategic HR matters across the wider CBH Group. Previously, Hinré was responsible for business development across Africa and the Americas, investigating and setting up businesses in countries ranging from Angola to Uruguay. She is the chairperson of the CBH Group Pension Fund management committee.

## DIRECTORS AND OUTSOURCED MANAGEMENT TEAM (continued)

as at 31 July 2024

### Colin Stewart

*CBH Group Financial Manager*

B.Compt (Hons), CTA (UNISA), C.A.(S.A.), FCPA

Mr. Stewart joined the CBH Group in early 2014. Prior to this he served as Group Financial Controller at Celerant Consulting, a multinational management consulting firm based in London. Before that his experience includes a number of financial roles in both the UK and South Africa in the manufacturing, telecommunications and banking sectors. Mr. Stewart completed his articles with Deloitte in South Africa having spent 6 years with the firm.

### Derick Perkins

*Nafprop Chief Executive Officer*

ACSCCL (UP) EAAB registered

Mr. Perkins joined Nafprop in early 2023 after 8 years in private practice, consulting and developing retail centres. He spent 11 years with Redefine Properties in South Africa as Retail Asset Manager on both the Redefine and Fountainhead portfolios. Prior to 2004 Mr. Perkins had spent time in retail property with Pepkor, Shoprite Properties and Old Mutual Properties.

### Obed Morebodi

*Nafprop Facilities Manager*

MSc (Leeds Metropolitan University, UK)

Mr. Morebodi has experience in several industries. He worked for Bamangwato Concessions Limited (BCL) for 11 years and assumed his first management position in 2003 when he joined Wurth Solergy, a German based company. In this position he worked as Regional Technical and Sales Manager responsible for marketing and business growth. He later joined Pioneer Products where he was responsible for manufacturing and sales of concrete products to supply the construction industry. He joined Nafprop as Facilities Manager during 2007 and is responsible for facilities management, overseeing the technical and service provider management of the NAP portfolio.

### Yagan Mukonde

*Nafprop Finance Manager: Properties*

BSc (Mech Eng.), FCA, FCPA

Mr. Mukonde graduated with a Bachelor's Degree in Mechanical Engineering from the University of Manchester. He was admitted to the membership of the Institute of Chartered Accountants in England & Wales (ICAEW), after serving articles with the Southampton office of Coopers & Lybrand - Deloitte, a predecessor firm to Pricewaterhouse-Coopers. Following qualification, Mr. Mukonde remained in public practice for a further period of four years before he moved into industry. In industry, and over the years, he worked in the areas of management accounting, financial reporting, internal auditing, corporate governance and enterprise risk management, among others. He also served as a trustee of a pension fund for a period of sixteen years, part of which time he served as the Chairman of its Finance & Investment Committee. Mr. Mukonde gained exposure to commercial property investment when he represented the equity interests of a Botswana Government - owned enterprise in two commercial properties situated in Francistown and Gaborone, when he served as a member of the committee responsible for monitoring and reviewing the operational and financial performance of the two properties. Mr. Mukonde joined Nafprop as a Financial Manager in June 2021.



NEW AFRICAN PROPERTIES

## DIRECTORS AND OUTSOURCED MANAGEMENT TEAM (continued)

as at 31 July 2024

### **Tshepiso Mmolai**

*Nafprop Projects Finance Manager*

*BAcc (University of Botswana), FCA*

Ms. Mmolai has 11 years' experience in various industries that includes retail, hospitality, and real estate. She has served as a Financial Controller for Wentzel Group of Companies, a FMCG retail and Hospitality group, and later joined Overseas Development Enterprises Group, responsible for the Hospitality division finance function. She is currently serving as a member of the Training and Professional Development Committee of the Botswana Institute of Chartered Accountants (BICA). Prior to this, she gained five years external and internal audit experience.

### **Bonolo Phometsi**

*Nafprop Property Manager - Analysis & Projects*

*MSc Real Estate Finance (Reading)*

*BSc (Hons) Real Estate Management (Oxford Brookes)*

Ms. Phometsi has been active in real estate practice for over 15 years across various disciplines, property development, property management and asset management. She is experienced in both residential and commercial real estate practice. Her strength lies in analysis and feasibility assessments for asset management. A passionate researcher, Ms Phometsi has also spent some time in real estate academia. At Nafprop, she focuses on driving property performance for the various landlords and management of special projects. Ms. Phometsi sits as Sector Chair for Real Estate at Business Botswana.

### **Amogelang Thaga**

*CBH Group Legal Advisor*

*LLB (UB), Post graduate certificates in Enterprise Risk Management and Finance for Non- Financial Managers (BAC)*

Ms. Thaga is a legal professional at CBH Group, specialising in legal advisory, company secretarial services and HR support across all subsidiaries. With extensive experience in corporate and commercial law, she offers invaluable insights and expertise. Ms. Thaga effectively handles contract review, drafting and policy design. She actively provides ongoing training and support on evolving legal developments and critical legal issues. She supports litigation and conducts research across diverse industries, ensuring that the organisation remains at the forefront of legal compliance and best practices.

# CORPORATE GOVERNANCE

The directors recognise the need to conduct the business with integrity and in accordance with sound corporate practices based on an ethical foundation and appreciate that strategy, risk, performance and sustainability are inseparable.

The Board has accordingly established mechanisms and policies appropriate to the operations, which include a Board Charter, Approval Framework, Risk Management Matrix, Formal Strategy, Public Information and Trading Policy (which also deals with Communication), Stakeholder Policy, Corporate Social Responsibility Policy and a Policy for Non-Audit Services, as well as a Risk, Audit and Compliance sub-committee as detailed below.

Whilst NAP has no employees, the Property and Asset Management Company, Nafprop, its employees and the executive directors are subject to a code of conduct.

## BOARD AND ITS SUB-COMMITTEE

The Board consists of 5 directors; 60% are non-executive and 67% of the non-executives are independent. Board members bring significant experience in the Group's primary business sectors of property and retail, together with significant financial skills and experience with listed companies and in the Group's operating countries of Botswana and Namibia. Non-executive directors are chosen for their business acumen and skills pertinent to the Group's business and the Board promotes diversity in a non-discriminatory manner in considering Board composition. The Board considers that it is adequately constituted to enable it to carry out its duties and that there is an appropriate balance of power and of skills. The roles of the Managing Director and Chairman are not filled by the same person. In view of the Chairman not being an independent director, the Board has appointed a Lead Independent Director, Mr. J.P. McLoughlin.

At least one third of directors are required to retire annually at the annual general meeting, based on those longest in office. If, at the date of any ordinary meeting, any Director has held office for three years since their last election or appointment they shall retire at such meeting, either as one of the one third normal rotation or in addition thereto. Retiring members are eligible for re-election with all motions for appointment or re-election being considered individually. During the year Messrs. J.P. McLoughlin and S. Venkatakrisnan retired and were re-elected, with Messrs. L.J. Mynhardt and C.F. van Wyk appointments ratified at the annual general meeting held on the 26 January 2024. Messrs. T.L.J. Mynhardt and C.F. van Wyk are due to retire at the next annual general meeting and offer themselves for re-election.

The Board is scheduled to meet at least three times per annum and met three times during the 2024 financial year with full attendance. The number of meetings required was considered by the Board and it was agreed that, taking into consideration the type and nature of the company's operations, as well as the costs in time and money of holding a board meeting, three meetings a year are effective and appropriate. Ad hoc specific decisions required to be taken between meetings are attended to by the passing of a resolution signed by all directors, following any interaction considered necessary by individual Board members. These round robin resolutions are subsequently noted at the following Board meeting. Where necessary an extraordinary Board meeting would be called.

While the Board strives to have full attendance at meetings, the quorum is any four directors and board papers are distributed timeously to enable members to be properly briefed prior to meetings. Directors who are unable to attend a meeting receive the relevant documents and are able to communicate with the Chairman and Company executives on any issue.

### The primary responsibilities of the Board are:

- Leadership: To exercise ethical leadership, enterprise, integrity, judgment and good corporate citizenship in directing the Group so as to achieve its strategic goals and objectives, in a manner based on accountability and responsibility.

## CORPORATE GOVERNANCE (continued)

### The primary responsibilities of the Board are: (continued)

- **Strategy:** To approve the strategic direction and budgets of the Group and ensure that the goals and objectives are aligned to those set out in the Trust Deed, appreciating that strategy, risk and sustainability are inseparable.
- **Control:** To retain full and effective control of the Group, its management and key service providers, reserving specific powers for the Board itself and delegating other matters with the appropriate written authority and terms of reference to its Sub-Committee, Management and key service providers; and to ensure that the Group is a going concern with responsibility for all decisions that are material to this purpose.
- **Governance of Risk:** To manage risk, including related to information technology, with the assistance of the Risk, Audit and Compliance Committee, to ensure that the risk philosophy is appropriate to the business and that there is compliance with the policies, procedures and standards.
- **Compliance:** To oversee governance and compliance, with the assistance of the Risk, Audit and Compliance Committee, to strike an appropriate balance between performance and conformance.
- **Stakeholder relationships:** To strive for an appropriate balance between various stakeholders and that dealings with stakeholders are appropriate.
- **Reporting:** To formally report to linked unitholders through the annual report and announcements, with the assistance of the Risk, Audit and Compliance Committee.

The Board has established a Board sub-committee, being the Risk, Audit and Compliance Committee (RACC), whose terms of reference and authorities are clearly defined. Certain authorities have also been delegated to the external Asset and Property Manager in terms of an agreed approval framework.

The RACC is a formal committee, comprising only independent non-executive directors, and there is a separate report from this Committee. The Committee comprises of 2 independent directors which is considered adequate in view of the nature of operations, controls in place, contractual arrangements with service providers and relative costs.

The external Manager's Asset Management Committee comprises the NAP Chairman, NAP Managing Director and NAP Financial Director, who meet periodically on both a formal and informal basis as required, to consider and make decisions and / or recommendations to the Board on matters delegated by the agreed approval framework and within limits.

The Company has no employees and there is therefore no need for a Remuneration Committee. The Board, excluding the independent directors, approves remuneration payable to independent directors, which is considered by unitholders at each annual general meeting. Independent directors receive no compensation other than fees approved and disclosed in this manner and fees are based solely on attendance at meetings.

The Board as a whole considers Board composition and has not formed a separate Nomination Committee.

### ASSESSMENT, REVIEW AND SUCCESSION PLANNING

The Board reviewed its operation and assessed its performance, concluding that it had fulfilled its primary responsibilities.

A formal evaluation is performed on the Board and RACC as a whole, the Managing Director and the Financial Director and finance function. Individual directors complete an evaluation on each of these areas as well as a self evaluation, which are then submitted to the Chairman for his consideration and an overall summary reported to the full Board.

## CORPORATE GOVERNANCE (continued)

### ASSESSMENT, REVIEW AND SUCCESSION PLANNING (continued)

The Board has specifically considered the attendance and performance of the directors standing for re-election of appointment and supports their re-election. The independence of independent directors was considered and it was concluded that there are no relationships or circumstances likely to affect, or appearing to affect, the director's judgment notwithstanding the length of service.

In addition, the RACC specifically considers the expertise and experience of the Financial Director, the senior financial management team and the finance function and was satisfied with their performance. The Committee considered the fact that the Financial Director fulfills this role on a part time basis and is satisfied with this arrangement, having received consent from the BSE on the same. The RACC has also considered the competence, qualifications, experience and independence of the Company Secretary. As part of the formal evaluation process, their conclusion on these assessments is reported to both the Board and in the RACC report included in this annual report.

Succession plans are normally a key part of sustainability considerations but the fact that NAP has no employees due to the external management agreements has relevance. The Board has however considered the key roles fulfilled relative to NAP, being the NAP Managing Director and Finance Director, the Nafprop executive team (being the CEO, Finance Manager and General Manager) as well as the Independent Directors.

The NAP Managing Director and Financial Director functions are performed in terms of the Asset Management agreement and there are other resources within wider Nafprop / CBH group who could assume these positions in the same manner as the current incumbents if required. The Nafprop team, with input from the extended CBH group, would manage a temporary vacancy while pursuing recruitment processes for the key Nafprop positions and the NAP Chairman and Managing Director would be involved in this process. Independent directors have been chosen for their business acumen and relative skills and potential conflicts of interest would be a key consideration for any new independent.

In terms of the Board Charter, the Chairman is appointed by the Board from amongst its members on an annual basis after the AGM, failing which the existing Chairman will remain in place. The incumbent was appointed in April 2023.

### BOARD STATEMENT

#### In as far as the Board is aware:

- The Company and its representatives have acted in an ethical manner;
- The Company has not engaged in any activities which contravene laws and regulations;
- The Directors have declared all material interests in contracts, if any, involving the Company;
- The Company has made all endeavours to ensure equitable treatment of unitholders;
- The RACC has conducted an appropriate review of the key internal controls which cover financial, operational, technology and compliance and reported their findings to the Board;
- The RACC has adequately assessed risk and the risk management and compliance practices adopted;
- The Board has considered the Company's ability to continue as a going concern and concluded that it is able to; and
- The Company Secretary has the appropriate competence and experience to fulfil this role and the relationship between the Board and the Company Secretary is an arms-length relationship.



# KING CODE OF CORPORATE GOVERNANCE

The King Report on Corporate Governance recognises that a “one size fits all” approach is not appropriate in view of the large degree of variation across businesses and warns that there is a danger that the Board and management may become focused on compliance at the expense of enterprise. The cost of compliance is burdensome, measured both in terms of time and direct cost. It is the Board’s duty to undertake a measure of risk for reward and to try to improve the economic value of a company. If the Board has a focus on compliance, the attention on its ultimate responsibility, namely performance, may be diluted. The business of NAP, as an investment holding company, is not inherently complex and this and the external management has a bearing on NAP’s application of the King III principles. The following abridged summary of King III has been considered and has been fully complied with unless otherwise noted.

<b>Ethical leadership and corporate citizenship</b>	
Effective leadership based on an ethical foundation	
Group is seen as a responsible corporate citizen	
Effective management of company's ethics	
<b>Board and directors</b>	
Board appreciated that strategy, risk, performance and sustainability are inseparable	
The Board is the focal point for and the custodian of corporate governance	Note 1
The chairman of the Board is an independent non-executive director	Note 2
CEO has been appointed	Note 3
Framework for the delegation of authority has been established	
The Board comprises a balance of power, with a majority of non-executive directors, the majority of whom are independent	
Directors are appointed through a formal process	
Formal induction and ongoing training of directors is conducted	Note 4
The Board is assisted by a competent, suitable qualified and experienced Company Secretary	
Regular performance evaluation of the Board, its committee and the individual directors	Note 5
Appointment of well-structured committees and an oversight of key functions	
A governance framework has been agreed between the Group and the subsidiary Board	
Risk, remuneration and nomination committees appointed as standing committees	Note 6
Directors and executives are remunerated fairly and responsibly	Note 6
Remuneration of directors and certain senior executives is disclosed	Note 6
The company's remuneration policy is approved by its unitholders	Note 6
<b>Audit Committee</b>	
Guided by terms of reference approved by the Board	Note 7
Members are to be suitably skilled and experienced independent, non-executive directors	Note 7
Chaired by an independent non-executive director	
Oversees integrated reporting	

## KING CODE OF CORPORATE GOVERNANCE (continued)

<b>Audit Committee (continued)</b>	
Ensure a combined assurance model is applied to optimise assurance activities.	Note 8
Satisfies itself of the expertise, resources and experience of the company's finance function	
Oversees internal audit	Note 8
Integral to the risk management process	
Recommends the appointment of the external auditors	
Oversees the external audit process	
Reports to the Board and unitholders on how it has discharged its duties	
<b>Governance of risk</b>	
The Board is responsible for the governance of risk and setting levels of risk tolerance	
The RACC assists the Board in carrying out its risk responsibilities	
The Board delegates the risk management plan to management (including design, implementation & monitoring)	
The Board ensures that risk assessments and monitoring is performed on a continual basis	
Frameworks and methodologies are implemented to increase the probability of anticipating unpredictable risks	
Ensure Management considers & implements appropriate risk responses	
Ensure continual risk monitoring by Management	Note 9
The Board receives assurance on the effectiveness of the risk management process	
Ensure sufficient, timely, relevant, accurate and accessible risk disclosure to stakeholders	
<b>Governance of information technology ("IT")</b>	
The Board is responsible for IT governance	Note 10
IT is aligned with the performance and sustainability objectives of the company	Note 10
Management is responsible for the implementation of an IT governance framework	Note 10
The Board monitors and evaluates significant IT investments and expenditure	Note 10
IT is an integral part of the company's risk management	Note 10
IT assets are managed effectively	Note 10
The Audit and Risk Committee assists the Board in carrying out its IT responsibilities	Note 10
<b>Compliance with laws, codes, rules and standards</b>	
The Board ensures that the company complies with applicable laws	
The Board and directors have a working understanding of the effect of applicable laws, rules and standards on the company and its business	
Compliance risk forms an integral part of the company's risk management process	
The Board has delegated to management the implementation of an effective compliance framework and processes	
<b>Internal audit</b>	
Ensure effective risk based internal audit	Note 8

## KING CODE OF CORPORATE GOVERNANCE (continued)

Governing stakeholder relationships	
Appreciate that stakeholders' perceptions affect a company's reputation	
Delegate Management to proactively deal with stakeholder relationships	
Strive for an appropriate balance between the various stakeholder groupings in the company's best interest	
Ensure equitable treatment of unitholders	
Transparent and effective communication with stakeholders	
Ensure disputes are resolved effectively, efficiently and expeditiously	Note 11
Integrated reporting and disclosure	
Ensure integrity of Integrated Report and obtain independent assurance	Note 12
Sustainability reporting and disclosure is integrated with the company's financial reporting	

### Notes

Note 1 = The Board is scheduled to meet at least three times per annum and met three times during the current year. The number of meetings required was considered by the Board and it was agreed that, taking into consideration the type and nature of the company's operations, as well as the costs in time and money of holding a board meeting, three meetings a year are effective and appropriate. Ad hoc specific decisions required to be taken between meetings are attended to by the passing of a resolution signed by all directors, following any interaction considered necessary by individual Board members. These round robin resolutions are subsequently noted at the following Board meeting. Where necessary an extraordinary Board meeting would be called.

Note 2 = Mr. T.L.J. Mynhardt serves as non-executive Chairman as at year end. In terms of King III, he is not an independent director. Mr. Mynhardt however has vast experience in the property and retail sectors with skills and business acumen pertinent to NAP and Mr. J.P. Mc Loughlin has been appointed as Lead Independent Director.

Note 3 = NAP has no employees or employment contracts and outsources all management functions as detailed elsewhere in this report. Mr. L.J. Mynhardt fulfils the functions of Managing Director.

Note 4 = All current directors have served in executive roles for a number of years and bring a wide range of business relevant experience, and sound knowledge of their fiduciary and corporate responsibilities. Whilst a formal training program is not in place, non-executive directors are required to uphold regulatory and good governance criteria, all members have access to the advice of the Company Secretary as required and executives and management update the Board and its Committee on developments, including changes in law and financial reporting requirements, impacting NAP.

Note 5 = A formal evaluation of the Board and RACC as a whole, the Managing Director, the Financial Director and finance function, as well as the Company Secretary is done at the meetings where the year end results are approved. Individual directors complete a self evaluation which is submitted to the Chairman for his consideration. The Board considers the attendance and performance of directors standing for re-election as well as the independence of independent directors.

Note 6 = No remuneration and nomination committee has been formed as NAP has no employees and nominations will be dealt with by the Board. Directors' fees are only paid to independent directors and are detailed in notes 19 and 26 of the annual financial statements and considered by unitholders at the AGM.

## KING CODE OF CORPORATE GOVERNANCE (continued)

### Notes (continued)

Note 7 = The RACC comprises of 2 independent directors which is considered adequate in view of the nature of operations, controls in place, contractual arrangements with service providers and relative costs.

Note 8 = Assurance is based on key service provider confirmations to RACC, the oversight of the Board and RACC and through independent assurance from parties such as the external auditors, valuers, and other professional service providers as considered necessary. RACC has not established a fully fledged internal audit function in view of the alternative measures taken. RACC have identified key risk areas and have included these as standard agenda items for reporting by management and key service providers and review / monitoring by the Committee and Board. In addition to the external audit, professionals are requested to review specific areas where considered appropriate and report to RACC. Furthermore, the management of day-to-day activities is outsourced to Nafprop who report to both RACC and the Board. Executive directors review and provide input on key and subjective items. The nature of the business allows for strong budgetary and monitoring controls, primarily through the format of reporting to both RACC and Board. This structure provides risk and governance oversight and manages key risks that would otherwise be identified through an internal audit function.

Note 9 = NAP has not appointed a Chief Risk Officer as it has no employees. Management of the business is delegated to Nafprop who report to both the MD and RACC, who consider whether the appropriate balance is achieved between acceptable risk levels and the cost and practicalities of achieving this.

Note 10 = NAP's exposure to technology lies with Nafprop. Nafprop currently utilises MDA, which is a real-time integrated property management system. MDA is well supported and used extensively in the property industry across numerous countries in Southern Africa. MDA has extensive reporting capabilities which allows for continuous and accurate management of tenancies, leases, income, expenditure, debt collection and financial reporting. Based on the ability to deliver the required reporting the system is considered suitable. NAP's key considerations are the robustness of Nafprop's IT systems and the safeguarding of data which is considered by RACC. The IT systems are subject to an internal review and key controls are assessed as part of NAP's external audit process.

Note 11 = NAP does not have a formal Dispute Resolution Policy. However, the Approval Framework and Public Information and Trading policy have relevance. In addition, Nafprop as manager has policies for dealing with disputes with employees, tenants and service providers.

Note 12 = Independent external auditors express an opinion on the financial statements. RACC reviews the full report prepared by management and recommends to Board. The Board considers that the cost of further independent assurance on other information in this report outweighs the benefit.

# RISK, AUDIT AND COMPLIANCE COMMITTEE REPORT

## Role of the Committee

The primary objective of the Committee is to provide the Board with additional assurance regarding the financial information used by the Board and to assist the Board in discharging its responsibilities.

## Composition, attendance and frequency of meetings:

The RACC comprises only independent non-executive directors and meets at least twice per annum. The Financial Director, Managing Director, representatives of the Nafprop Financial Management team and the auditors to be invited to attend but shall be excused as required by members of the Committee. The auditors are given the opportunity to discuss any items considered necessary without the executives or management being present.

During the year three meetings were held and there was full attendance from committee members. The external auditors met with the RACC as considered necessary during the course of the year.

## Scope and responsibilities:

The Board Charter sets out the scope and responsibilities of this Committee which comprises:

- **Financial results and reporting:**
  - Consider indicators relevant to the going concern assumption.
  - Oversee the integrated report and recommend approval to Board.
  - Recommend approval of financial results to Board.
  - Recommend approval of BSE announcements to Board.
  - Agree and recommend accounting policies to Board.
  - Consider the appropriateness and disclosure of related party transactions.
  - Report to Board and unitholders on proceedings of the committee and how it has discharged its duties.
- **Compliance:**
  - Monitoring that decisions taken by Board, that affect the RACC are followed through.
  - Monitoring compliance with Trust Deed, BSE Equity Listings Requirements, Companies Act, King Code on Corporate Governance and other applicable legislation.
- **Risk management and controls:**
  - Monitor the corporate risk assessment philosophy, strategies and processes, assess management's design, implementation, responses and monitoring of controls and risk and consider their appropriateness to the business.
  - Ensure a combined assurance model is applied to optimise assurance activities.
  - Review of internal controls and systems.
- **External audit:**
  - Recommend appointment of auditors.
  - Be satisfied with auditor's independence especially where non-audit services are performed.
  - Agree the principles with the external auditors without limiting their statutory obligations.
  - Decide on the extent of external verification of non-financial information.
  - Decide on the external review of interim results.
  - Recommend letters of representation and other documentation for Board approval.
  - Review the audit management letter.
- **Internal audit:**
  - Consider the need for, extent of and oversee any internal audit.
- **Assessments:**
  - Financial Director and finance function  
Assess the expertise, resources and experience of the financial director and the finance function on an annual basis and confirm that it has discharged this duty in the report to unitholders.

## RISK, AUDIT AND COMPLIANCE COMMITTEE REPORT (continued)

### Scope and Responsibilities (continued)

- **Assessments:** (continued)

- o Company Secretary

Consider the competence, qualifications and experience of the Company Secretary and whether the relationship between the Board and the Company Secretary is an arms-length relationship, detailing reasons for the conclusions, on an annual basis to enable the Board to confirm it has executed this responsibility in the annual report. Where the Company Secretary is a juristic person this assessment to also consider the individuals who perform the role, the directors and shareholders.

The Committee addressed the items falling within its scope of responsibilities during the year, covering both holding and subsidiary company. As part of the Group's risk management processes certain items have been identified for regular reporting and review at specific meetings and form part of the standard agenda.

### Going concern

We have concluded that NAP will be able to continue as going concern for the ensuing year based on:

- Adequacy of cash as evidenced by the cash flow projections;
- Budgets for the year ending 31 July 2025;
- The fact that there are no circumstances that we are aware of that will materially change the cash flow projection and budgets;
- There are no capital commitments at year end or date of this report;
- Any decision to incur further capital expenditure will be approved together with the relevant funding;
- There are no legal issues pending which would impact the group's ability to continue as a going concern;
- There are no material abnormal items or other issues that impact the quality of earnings as reported for the year;
- All provisions considered necessary have been made for potentially unrecoverable debtors and assets; and
- There are no events subsequent to year end which would impact the Group's ability to continue as a going concern.

### Matters of judgement

The Committee reviewed all material matters of judgement included in the financial statements. This primarily related to:

- Valuations of assets carried at fair value
  - o Board appointed a qualified independent valuer
  - o Reviewed the summarised report on the external valuations
  - o Reviewed the computations and assumptions used to compute other items based on valuations
  - o Reviewed the external audit report to those charged with governance, noting the work done in this regard and their conclusion that they have reviewed management's assessment and found that the assumptions used were consistently applied and the outcome to be reasonable.
- Impairment assessment for assets not carried at fair value
  - o Reviewed the assumptions and computations used
  - o Confirmed that no issues were raised by the external auditor in the report to those charged with governance.

### External auditors

- Assessment of independence and external audit quality
  - o Concluded that the external auditor was independent having considered their representations regarding independence, the total value of both audit and non-audit services as well as the controls around the provision of the latter.
  - o Considered the reporting to the Committee and audit report and were satisfied.



## RISK, AUDIT AND COMPLIANCE COMMITTEE REPORT (continued)

### External auditors (continued)

- Reviewed the fees for non-audit services against the approved policy and was considered not to impact auditors' independence. The policy being:
  - o The financial director is authorised to approve "ad-hoc" non-audit services up to an aggregate maximum value of 10% of the prior year audit fee in any financial year; and
  - o All services in excess of the above to be considered by the RACC on a round-robin basis and ratified at the next meeting.

### Combined assurance model and internal audit

The Committee considered the need for internal audit taking into account a number of factors and concluded that the structures and processes in place provides risk and governance oversight and manages key risks that would otherwise be identified through an internal audit function. Some of the specific considerations included:

- The nature of the business allows for strong budgetary and monitoring controls, primarily through the format of reporting to both RACC and Board;
- The Committee conducted a review of the key internal controls which cover financial, operational, technology, compliance and risk management and reported their findings to the Board;
- Key service provider confirmations, oversight of the Board and RACC, independent assurance from parties such as the external auditors, valuers, and other professional service providers as considered necessary;
- The Committee identified key risk areas and these are included as standard agenda items for reporting by management / key service providers and review / monitoring by the Committee and Board at specific meetings;
- In addition to the external audit, professionals are requested to review specific areas where considered appropriate; and
- The management of day-to-day activities is outsourced to Nafprop who report to the Executive Directors, RACC and the Board.

### Assessments

- The Committee has reviewed the financial reporting to Board, RACC and unitholders in addition to the external auditor's report to unitholders and feedback to RACC. We concluded that we are satisfied with the expertise and experience of the Financial Director, Collin van Wyk, the senior financial management staff and the finance function. This conclusion was reported to the Board as part of the formal evaluation process.
- The Committee considered the fact that the Financial Director fulfills this role on a part time basis and is satisfied with this arrangement, having also engaged with the BSE on the same. The fact that the Company has no employees and outsources all functions to predominantly the Asset and Property Manager, Nafprop, has relevance. The Financial Director is employed by Nafprop and is involved in the day to day management of NAP's business. This arrangement allows the Financial Director full oversight of all NAP's activities, notwithstanding the contractual relationship between the parties. The BSE responded that the Committee had no objections and requested NAP to inform shareholders.
- The Committee has considered the competence, qualifications and experience of the Company Secretary by making enquiries about the qualifications and experience of the Company, its shareholders, directors and the individuals performing the company secretarial function as well as confirmation that they were performing the role of Company Secretary on an arms-length basis. We concluded that the relationship is arms-length and that, on the basis of the information received, the Company Secretary has the necessary competence, qualifications and experience to fulfil this responsibility. This conclusion was reported to the Board.
- The Committee considered the adequacy of the risk management, governance and compliance framework and found them to be appropriate and reported this to the Board.
- The Committee performed an ethics assessment and reviewed the ethics risk profile and concluded that the Board had acted appropriately.

## RISK, AUDIT AND COMPLIANCE COMMITTEE REPORT (continued)

### Integrated annual report

Following the Committee's review of the 2024 annual financial statements, we are of the view that the financial statements comply in all material respects with the requirements of IFRS and fairly present the financial position of NAP at 31 July 2024 and results of operations and cash flows for the year then ended.



**JP Mc Loughlin**

*Chairman - Risk, Audit and Compliance Committee*

# RISK MANAGEMENT

The primary objective of risk management is to find the balance between minimising risk to acceptable levels and the costs and practicalities in achieving this. This involves an assessment of the risks that the Group is exposed to, in terms of their likelihood and impact, as well as identified mitigating actions to reduce the resultant risk to a desired risk appetite level.

In the normal course of operations the Group is exposed to strategic and business risk, financial risk, regulatory and compliance risk.

The Group's exposure to human resources risk is an indirect risk for the Group as it employs no staff in view of the asset and property management being outsourced. NAP's executives are consulted in all key employment decisions by the Asset and Property Manager and have direct access to the relevant managers as required.

The Group's exposure to technology is outsourced. Technology risk is subject to the contractual relationship with the Asset and Property Manager, who uses a reputable and well supported property management system, the MDA system, for managing the company and its properties. MDA is an interactive and adaptive system which allows Nafprop to generate real time reports for each of the properties and allows for the effective management of the Company, its subsidiary and the properties. Nafprop can accurately manage and access instant data on the tenancies, leases, occupancies, rental income and expenses through this system. The RACC considers the appropriateness of the system and access controls, along with the reported back up procedures as advised by the Asset and Property Manager.

The key risks that the Group is exposed to, together with the key controls, are summarised below.

## **Financial risk**

Financial risk comprises market risk (incorporating interest, currency and other price risk), credit risk and liquidity risk. Notes 29.1 and 29.2 in the annual financial statements deal with the major elements of financial risk which arise from financial instruments to which the Group is exposed, during or at the end of the financial reporting period, and the capital risk management.

## **Strategic and business risk**

This is the risk that the Company does not achieve critical objectives such as meeting stakeholder expectations, does not have access to capital as required, financial reporting risks, as well as inherent business risks in the property sector.

The investment strategy, regular budget and forecasting processes, approval framework and the routine presentation of reports to Board and RACC are the Board's primary method of managing strategic and business risks. The Company has also contracted with competent asset managers who are responsible for advising the Board on strategy and individual property investments.

## **Portfolio growth**

- This is the risk that the Group is unable to grow its asset base in order to create new investment opportunities and realise its strategic objectives or, that it grows its asset base with a negative impact on returns to investors. The growth of the portfolio has been challenging in view of the demand for property investment opportunities and limited availability of sizeable assets at acceptable returns. Both the Board and Management continue to seek potential opportunities but will only consider acquisitions or developments that contribute positively to the long term growth in returns to unitholders. Funding is a key factor in the consideration of any transaction.

## **Investment decision risk**

- This is the risk that inappropriate investment decisions are made. These decisions are made in terms of the approval framework, which delegates limited decisions in this regard while retaining decision making responsibility for all significant investment decisions at a Board level. The Board also relies on input from the Asset Manager in this regard.

## Risk Management (continued)

### Strategic and business risk (continued)

#### Capital risk management

- This is the risk that the Group will have inadequate access to capital to meet its needs and its ability to continue as a going concern. The gearing level together with the relative cost of debt and equity forms part of the strategic review and is a key part of any investment decision contemplated. The Board reviews forecasts and cash flow projections and the directors sign a solvency certificate at the time of each distribution declaration. This risk is more fully dealt with in notes 29.1 and 29.2 in the annual financial statements.

#### Property performance risk

- The Asset and Property Manager is responsible for managing the properties on a day to day, and more strategic, basis. The key considerations are the market factors surrounding the property, the continued tenancy, rental levels, collection of rentals and management of operating costs to optimise spend. Nafprop has various systems, controls and procedures in place to manage these issues and report to RACC and Board in summarised form on all the relevant items at each meeting.

The detailed operational risks are managed by the service providers and considered, together with key controls, by RACC.

#### Regulatory and compliance risk

This is the risk that the company does not comply with relevant legal requirements which may result in negative publicity and financial loss or that regulatory amendments impact on the sustainability and / or returns of NAP.

The risk is managed through the use of competent, skilled and experienced service providers who are required to provide their respective systems, controls and procedures to the RACC for review, as well as to confirm the adequacy of these and their compliance. RACC has identified specific risks and requirements and included the review of these as standard agenda items.

Executives and management take an active role in reviewing and commenting on relevant legislative and regulatory changes where appropriate.

# ASSET AND PROPERTY MANAGEMENT

NAP's assets and properties are managed by Nafprop, a wholly owned subsidiary of CBH, in terms of separate property and asset management agreements. Nafprop and the wider CBH Group have been developing and managing retail property since 1965 and employs a range of diversely skilled managers, some of whose details and experience are set out elsewhere in the integrated report. The key responsibilities and remuneration in terms of these agreements are set out below.

## Asset Management

The manager is accountable to the Board of Directors of NAP, with the obligation to report regularly as required by the Board of NAP.

### Key responsibilities:

- Manage the assets and securities owned by the NAP;
- Carry out all treasury and asset management services;
- Investigate and prepare recommendations of strategy including potential acquisitions to or disposals from the portfolio;
- Negotiate for and conclude agreements for acquisitions and disposals to and from the portfolio;
- Manage cash surpluses and payment of distributions to linked unitholders;
- Procure valuations;
- Undertake the financial, administrative and secretarial management;
- Prepare or cause to be prepared all financial statements, reports, returns and valuations of the property portfolio;
- Ensure compliance with applicable regulatory requirements; and
- Prepare budgets of income and expenditure at the commencement of each financial year.

### Remuneration:

- The manager is entitled to be reimbursed any expenditure or other amounts reasonably incurred and disbursed by it in respect of the management of the NAP's assets and is entitled to an annual fee equal to 0.50% (exclusive of VAT) of the value of the average market capitalisation in the month in question plus debt, paid monthly.

## Property Management

The manager is accountable to the Board of Directors of NAP, with the obligation to report regularly as required by the Board of NAP.

### Key responsibilities:

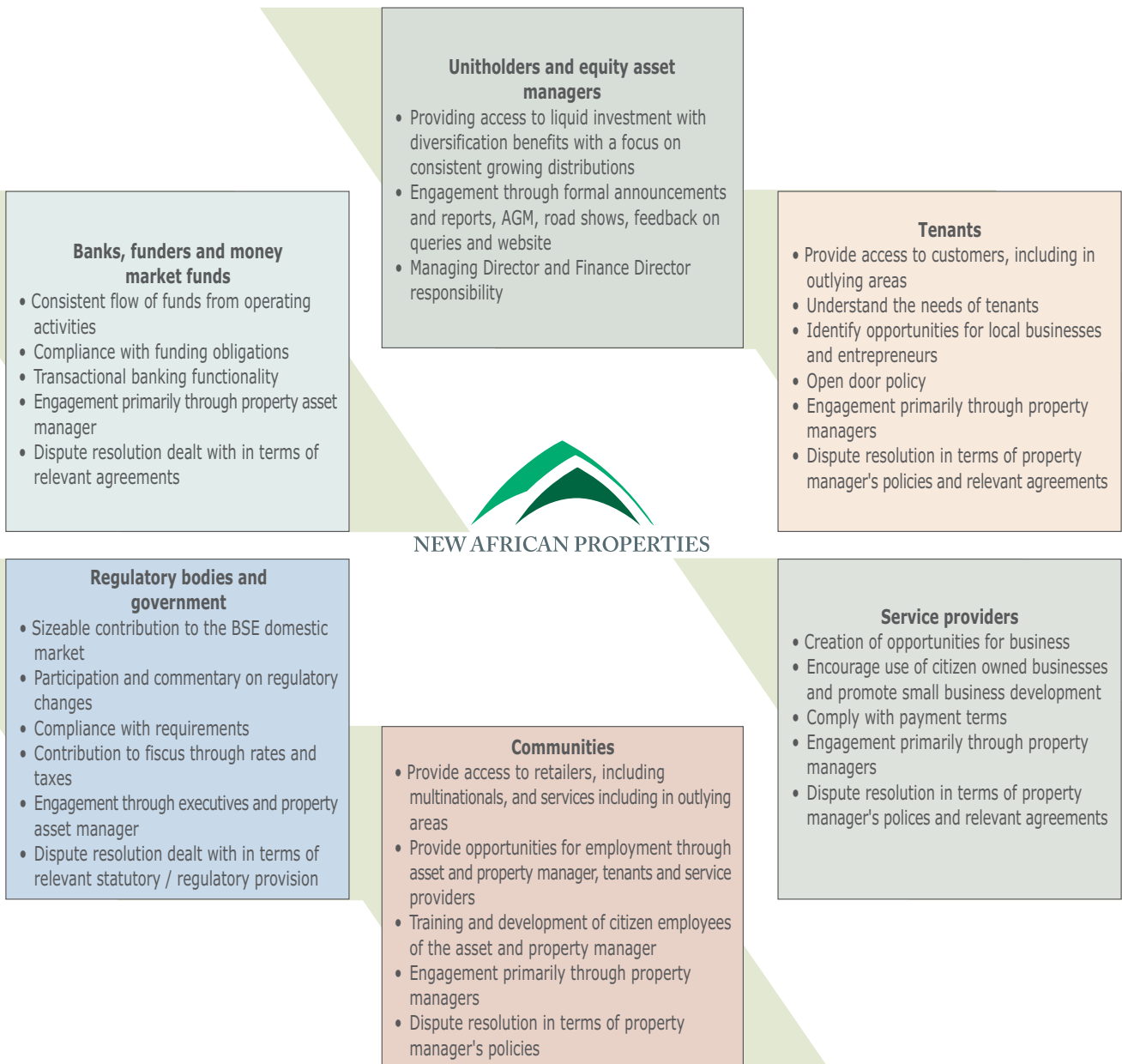
- Let accommodation in the properties, prepare leases, collect rentals, enforce leases and other contractual arrangements;
- Manage the properties, paying all costs, disbursements and expenses related to and arrange and maintain insurance in respect of the properties;
- Recommend to the Board any replacement, repairs, refurbishment or maintenance necessary;
- Assist with the preparation of the half yearly and annual financial statements and reports to the Company;
- Maintain a separate bank account into which all rental income is paid and from which all expenses in respect of the properties are disbursed;
- Keep books and records in accordance with acceptable practices and standards, and report in terms of International Financial Reporting Standards (IFRS); and
- Prepare budgets for each financial year and present same for approval by the Board prior to the commencement of that year.

### Remuneration:

- The manager is entitled to be reimbursed all expenditure and other amounts reasonably incurred by and disbursed by it in respect of the properties, and a fee equal to 4.5% (exclusive of VAT) of the amount of total collections by it, and, in respect of letting, 100% of the first month's gross rental for leases that run up to five years and 150% of the first month's gross rental for leases that run in excess of five years, and in respect of renewals of such leases procured by the manager itself 50% of the aforesaid fees based on the period of renewal.

# KEY STAKEHOLDERS

NAP has several key stakeholders and remains committed to ethical dealings and open communication with all categories of stakeholders. The Board recognises the necessity to balance the needs of the various stakeholders to enable NAP to continue to the ultimate benefit of NAP and the wider community. Furthermore, attention is given to the fact that NAP's reputation may be impacted by the perceptions of its various stakeholders and as such management is given the responsibility of dealing with all stakeholders in terms of the NAP approved stakeholder policy. This policy identifies the categories of stakeholders, NAP's role, the manner of engagement, responsibilities and mechanisms for dispute resolution.



Employees are a typical stakeholder category but NAP has no employees.

# KEY CAPITAL ANALYSIS

NAP has adopted an integrated approach to its business model, which is supported by ethical and responsible corporate citizenship thus enabling NAP to fulfil its strategic aspirations while aligning with those of its various stakeholders. Core to this is the six capitals as identified below. These have been assessed in terms of inputs, activities, outputs and outcomes and is encompassed in the CSR policy.

	Inputs	Activities	Outputs	Outcomes
Financial capital	<ul style="list-style-type: none"> <li>Equity (linked units)</li> <li>Debt</li> </ul>	<ul style="list-style-type: none"> <li>Providing a liquid instrument that is easily tradable on the BSE</li> <li>Assessment and maintenance of sound debt management principles</li> </ul>	<ul style="list-style-type: none"> <li>Growth in distributions per linked unit</li> <li>Cashflow to meet investment requirements</li> </ul>	<ul style="list-style-type: none"> <li>Asset for long-term investors</li> <li>Alternative to fixed income investments</li> <li>Inflationary hedge</li> <li>Sustainable distributions</li> </ul>
Manufactured capital	<ul style="list-style-type: none"> <li>Established property assets with a wide geographical footprint</li> <li>Predominately retail based GLA</li> <li>Yield enhancing assets</li> </ul>	<ul style="list-style-type: none"> <li>Maintaining a strong and diversified tenant base</li> <li>Leasing of GLA</li> <li>Collection of rentals</li> <li>Recovery of operating costs</li> <li>Maintenance of premises</li> <li>Identifying acquisition and expansion opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Diversified investment property portfolio</li> <li>Growth in contractual rentals</li> <li>Net rental income growth</li> <li>Consistent return on assets</li> </ul>	<ul style="list-style-type: none"> <li>Provides a platform for retailers to access their final markets</li> <li>Marketable GLA</li> <li>Growth in distributable income</li> <li>Growth in NAV</li> <li>Supports GDP growth</li> </ul>
Human capital	<ul style="list-style-type: none"> <li>Board members with relevant skills and experience</li> <li>Appropriate Board composition</li> <li>Suitably skilled service providers</li> <li>Property and asset manager with an established track record and required skills</li> </ul>	<ul style="list-style-type: none"> <li>Board and subcommittee meetings</li> <li>Board assessments</li> <li>Consideration of Board composition</li> <li>Service provider performance assessment</li> <li>Remuneration of independent Board members</li> <li>Communication between NAP and the property and asset manager</li> <li>Assessment of the property and asset manager</li> </ul>	<ul style="list-style-type: none"> <li>Structured and effective Board</li> <li>Informed decision making</li> <li>Rendering of support services by contracted third parties</li> <li>Synergy between NAP and property and asset manager</li> <li>An environment conducive to achieving results</li> <li>Motivated property and asset management team</li> </ul>	<ul style="list-style-type: none"> <li>Exercise of leadership, enterprise, integrity and judgement</li> <li>Clearly defined objectives</li> <li>Effective support services</li> <li>Goal congruence between Board and the property and asset manager</li> <li>Diligent performance</li> <li>Efficient reporting relationships</li> </ul>



## KEY CAPITAL ANALYSIS (continued)

	Inputs	Activities	Outputs	Outcomes
Social and relationship capital	<ul style="list-style-type: none"> <li>• Community</li> <li>• Tenants</li> <li>• Property and asset manager staff</li> <li>• Service providers</li> <li>• Ethical business practices</li> </ul>	<ul style="list-style-type: none"> <li>• Acquiring an understanding of the environment in which NAP operates</li> <li>• Ongoing tenant dialogue</li> <li>• Engagement with local communities</li> <li>• Engagement with service providers</li> <li>• Conscious drive towards promoting local entrepreneurship</li> </ul>	<ul style="list-style-type: none"> <li>• Sustainable relationships</li> <li>• Employment opportunities</li> <li>• Facilitation of services and retail to the broader community</li> </ul>	<ul style="list-style-type: none"> <li>• Improvement of livelihoods within the community</li> <li>• Wealth creation</li> <li>• Sustainable business practices</li> <li>• Access to markets and customers</li> </ul>
Natural capital	<ul style="list-style-type: none"> <li>• Water</li> <li>• Electricity</li> <li>• Land usage</li> <li>• Environmental footprint</li> </ul>	<ul style="list-style-type: none"> <li>• Optimisation of energy and water consumption</li> <li>• Review consumption trends</li> <li>• Sound refuse and waste disposal methods from site</li> <li>• Consideration of applicable sustainability frameworks</li> </ul>	<ul style="list-style-type: none"> <li>• Minimising impact on the broader environment</li> <li>• Sustainable use of natural resources</li> <li>• Goal congruent business activities</li> </ul>	<ul style="list-style-type: none"> <li>• Increase sustainability of natural resources</li> <li>• Sustainable business practices</li> <li>• Aim to reduce the demand on non-renewable energy supplies</li> <li>• Manage costs</li> </ul>
Intellectual capital	<ul style="list-style-type: none"> <li>• Corporate governance structures</li> <li>• Risk management processes</li> <li>• Industry and market knowledge</li> <li>• Business processes and information technology</li> </ul>	<ul style="list-style-type: none"> <li>• Remain abreast of regulatory and legislative changes</li> <li>• Actively participate in industry related matters and relevant legislative changes</li> <li>• Regular and consistent reporting procedures</li> <li>• Assessment of risks and control environment</li> <li>• Asset and property management</li> </ul>	<ul style="list-style-type: none"> <li>• Improved business knowledge</li> <li>• Accurate information for decision making</li> <li>• Mitigating risk to acceptable levels</li> <li>• Optimal property performance</li> </ul>	<ul style="list-style-type: none"> <li>• Sustainable business model based on ethical principles</li> <li>• Business conducive environment</li> <li>• Clear and concise governance framework</li> <li>• Relevant reporting to stakeholders</li> <li>• Effective business processes</li> </ul>

## DIRECTORS' RESPONSIBILITY AND APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

The directors are required in terms of the Companies Act (CAP 42:01) to maintain adequate accounting records and are responsible for the content and integrity of the consolidated and separate annual financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated and separate annual financial statements fairly present the state of affairs of the Group and the Company as at the end of the financial year and the results of their operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the consolidated and separate annual financial statements.

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

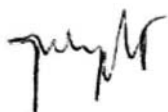
The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the Board sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are implemented by trained and appropriately skilled personnel and are reported to the Risk, Audit and Compliance Committee. The Board requires adherence to 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 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 that based on the information and explanations given by management, the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated and separate annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the Group's cash flow forecast for the year to 31 July 2025 and, in the light of this review and the current financial position, they are satisfied that the Group has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently reviewing and reporting on the consolidated and separate annual financial statements. The consolidated and separate annual financial statements have been examined by the external auditors and their report is presented on pages 38 to 41.

The consolidated and separate annual financial statements set out on pages 42 to 81, which have been prepared on the going concern basis, were approved by the Board on 23 October 2024 and were signed on its behalf by:



**TLJ Mynhardt**  
Chairman



**LJ Mynhardt**  
Managing Director

# DIRECTORS' REPORT

The Directors have pleasure in submitting their report for the year ended 31 July 2024.

## NATURE OF BUSINESS

New African Properties Limited is a property investment company listed on the Botswana Stock Exchange and is classified as a public variable rate loan stock company. The Group derives its income from rental from a portfolio of predominantly Botswana based retail properties.

## STATED CAPITAL

As a loan stock company the equity of the company comprises linked units, where every one ordinary share is indivisibly linked to one variable rate debenture.

At 31 July 2024 there were 604 397 124 (2023: 604 397 124) linked units in issue with no changes during the year.

## DISTRIBUTION

Distributions to linked unitholders comprise dividends on the ordinary shares and interest on debentures. The following distributions were declared for the year:

	2024		2023	
	P'000	thebe per linked unit	P'000	thebe per linked unit
<b>Number 25 - declared 24 April 2024, paid 29 May 2024</b> (2023: Number 23 - declared 25 April 2023, paid 31 May 2023)				
Interest	92 050	15.23	87 456	14.47
Dividends	3 566	0.59	3 868	0.64
	<b>95 616</b>	<b>15.82</b>	91 324	15.11
<b>Number 26 - declared 18 July 2024, paid 9 October 2024</b> (2023: Number 24 - declared 31 July 2023, paid 4 October 2023)				
Interest	95 978	15.88	92 291	15.27
Dividends	3 506	0.58	3 808	0.63
	<b>99 484</b>	<b>16.46</b>	96 099	15.90
<b>Total for the year</b>	<b>195 100</b>	<b>32.28</b>	187 423	31.01

## SUBSIDIARY COMPANIES

Details of the Group's subsidiary company are set out in note 6 to the financial statements.

## DIRECTORS' REPORT (continued)

### DIRECTORS' FEES

Independent directors are paid fees for meetings attended and these fees amounted to 2024: P375 000 (2023: P350 400) for the year. No other executive or non-executive directors are paid fees by the Company and the Company pays no other compensation to any director.

### DIRECTORS' INTERESTS

The aggregate number of linked units held directly by directors at 31 July 2024 was nil (2023: nil). Indirectly, 96 747 707 (2023: 96 747 707) linked units were held.

### BORROWINGS

The company's borrowing capacity is limited to 70% of the value of the assets of the Company or such other sum as the Company may, by ordinary resolution, in general meeting determine. Directors are authorised to secure the repayment of or raise any such sum by mortgage or charge upon the whole or any part of the property and assets of the Company.

Borrowings amount to P0.3 million at 31 July 2024 (2023: P4.3 million).

### COMPANY SECRETARY

The company secretary is DPS Consulting Services Proprietary Limited.

### POST BALANCE SHEET EVENTS

There are no post balance sheet events requiring disclosure.



**TLJ Mynhardt**

*Chairman*

23 October 2024



**LJ Mynhardt**

*Managing Director*

23 October 2024

# INDEPENDENT AUDITOR'S REPORT

**Chartered Accountants**

**Grant Thornton**

Acumen Park, Plot 50370  
Fairgrounds, Gaborone  
P O Box 1157  
Gaborone, Botswana

**T** +267 395 2313

**F** +267 397 2357

[linkedin.com/company/Grant-Thornton-Botswana](https://www.linkedin.com/company/Grant-Thornton-Botswana)  
[twitter.com/GrantThorntonBW](https://twitter.com/GrantThorntonBW)

To the Unitholders of New African Properties Limited

**OPINION**

We have audited the consolidated and separate annual financial statements of New African Properties Limited set out on pages 42 to 81, which comprise the consolidated and separate statement of financial position as at 31 July 2024, and the consolidated and separate statement of profit or loss and other comprehensive income for the year then ended, consolidated and separate statement of changes in equity for the year then ended and consolidated and separate statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policy information.

In our opinion, the consolidated and separate annual financial statements give a true and fair view of, the consolidated and separate financial position of New African Properties Limited as at 31 July 2024, 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.

**BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the annual financial statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts 1, 3 and 4A) (IESBA Code) and other independence requirements applicable to performing audits of annual financial statements in Botswana. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing audits in Botswana. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**KEY AUDIT MATTERS**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate annual financial Statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate annual financial statements as a whole, and in forming our opinion thereon, and the report below is not intended to constitute separate opinions on those key audit matters.

Key audit matter	How the matter was addressed in our audit
<p><b>Valuation of the investment property (All figures mentioned are in P'000)</b></p> <p>As at 31 July 2024, the Group and the Company recognized investment properties at carrying amounts at P1,586,981 and P1,541,111 respectively, as disclosed in Note 5, Investment Property, to the consolidated and separate financial statements.</p>	<p>In respect of the Group's independent Valuer ("Valuer"), we performed the following procedures:</p> <ul style="list-style-type: none"> <li>Inspected the valuer's valuation reports for statements of independence and compliance with generally accepted valuation standards, as well as for confirmation of the valuer's affiliation with the relevant professional body.</li> <li>Inspected underlying documents relating to the Valuer's professional certifications, experience in the industry and reputation in the field, and considered our previous experience with the expert.</li> </ul>

## INDEPENDENT AUDITOR'S REPORT (continued)

### KEY AUDIT MATTERS (continued)

Key audit matter	How the matter was addressed in our audit
<p>The Group and Company measure investment properties at fair value. Gains and losses arising from changes in the fair values of investment properties are included in the statement of comprehensive income. In the current year, the fair value adjustment recorded in the statement of comprehensive income in respect of investment properties for the Group and Company amounted to a fair value gain of P6,099 and P4,805 respectively. Refer to Note 5, Investment Property to the consolidated and separate financial statements for detailed disclosures.</p> <p>The Group's valuation of the portfolio of properties was based on valuations carried out by an independent valuer using the investment method. For the Riverwalk property, the independent valuation assumes that standard terms and conditions with respect to title will apply to the property as a whole. Given specific ownership structure and related contractual arrangements of the Group, the Group reduced the value determined by the independent valuer to take account of the specific ownership structure and contractual arrangements. Refer to Note 4.1, Critical accounting Estimates and judgements, Investment property, to the consolidated and separate financial statements for details.</p> <p>Significant judgement is required to determine the fair value of investment properties. The following assumptions are key in determining the fair value:</p> <ul style="list-style-type: none"> <li>• The capitalization and discount rate applied and</li> <li>• Net cash flows</li> </ul> <p>We considered the valuation of the investment properties to be a matter of most significance to our current year audit due to the following.</p> <ul style="list-style-type: none"> <li>• Significant judgements made by the Group in determining the net cash flows, capitalization, and discount rate; and</li> <li>• The magnitude of the balance of the investment properties recorded in the consolidated and separate statements of financial position as at 31 July 2024.</li> </ul>	<ul style="list-style-type: none"> <li>• Evaluated whether there are matters that might have affected the Valuer's objectivity or that many have imposed scope limitations upon the work performed.</li> <li>• Based on our procedures performed, we noted no matters requiring further consideration.</li> </ul> <p>We assessed the appropriateness of the valuation used by the valuer against the requirements of IFRS 13-Fair value measurement and industry practice. Based on our procedures performed, we accepted the valuation methodologies used by the valuer</p> <p>On a sample basis we tested the fair values in the valuer's valuation report by performing the following procedures;</p> <ul style="list-style-type: none"> <li>• Compared a sample of data inputs used in the independent valuations, including net cash flows, to underlying documentation (such as tenancy schedules, rental agreements, business plans and historical performance). The data inputs used in the independent valuations were found to be consistent.</li> <li>• Compared the capitalization rate utilized in the valuations to those generally used in the market for similar properties, rates used in historical valuations and general market factors and property specific risk factors. Based on our procedures performed we accepted the capitalization rates used in the valuations.</li> </ul> <p>With respect to the Riverwalk property, we tested the Group's calculation of the downward adjustment to the fair value calculated by the valuer as follows.</p> <ul style="list-style-type: none"> <li>• Assessed the calculations with reference to the specific ownership structure and related contractual arrangements, which had not been taken into account by the independent valuer. We noted no matters requiring further consideration.</li> <li>• Assessed the reasonableness of data inputs used, we compared the data inputs used in the calculation, including future cash flows from net rental income to underlying documentation (such as rental agreements, business plans and historical performance) taking into account the lettable area and attributable cash flows. We did not identify any exceptions.</li> <li>• Assessed the reasonableness of the discount rate used to calculate present value of future cash flows, by independently computing the discount rate implied by the valuer in his independent valuation of the Riverwalk property. We compared the implied rate used by the Group and found the discount rate to be reasonable.</li> </ul>

## INDEPENDENT AUDITOR'S REPORT (continued)

### OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the document titled "New African Properties Integrated Annual Report for the year ended 31 July 2024" and "New African Properties Audited Abridged Financial Results for the year ended 31 July 2024". 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 annual financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate annual financial statements, our responsibility is to read the other information 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 on the other information we have obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards, 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 annual financial Statements, the directors are responsible for assessing the group and company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group and/or the company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the group's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate annual financial statements.

As part of an audit in accordance with International Standards on Auditing, 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.



## INDEPENDENT AUDITOR'S REPORT (continued)

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS** (continued)

- 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 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 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 communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Grant Thornton**

Firm of Certified Auditors

**Practicing member: Aswin Vaidyanathan (CAP 0016 2024)**

23 October 2024

Gaborone

# STATEMENTS OF FINANCIAL POSITION

at 31 July 2024

	Notes	Group		Company	
		2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Investment property	5	1 559 695	1 551 482	1 514 558	1 507 420
At fair value		1 586 981	1 582 569	1 541 111	1 538 045
Rental straight line adjustment		(28 469)	(32 018)	(27 736)	(31 556)
Lease accounting adjustment		1 183	931	1 183	931
Investment in subsidiary	6	-	-	36 650	36 650
Investment in associate	7	68 916	67 578	4 951	4 951
Financial asset receivable	8	19 367	24 497	19 367	24 497
Intangible asset	9	1 621	2 502	1 621	2 502
Rent straight line adjustment		26 148	24 088	25 574	23 712
<b>Total non-current assets</b>		<b>1 675 747</b>	<b>1 670 147</b>	<b>1 602 721</b>	<b>1 599 732</b>
<b>Current assets</b>					
Trade and other receivables	10	10 721	21 796	13 495	24 879
Rent straight line adjustment - current portion		2 321	7 930	2 162	7 844
Tax receivable	25	2 257	1 850	2 198	1 800
Deposits in money market funds	11	70 362	46 247	70 362	46 247
Cash and cash equivalents	11	8 219	18 185	2 999	12 729
<b>Total current assets</b>		<b>93 880</b>	<b>96 008</b>	<b>91 216</b>	<b>93 499</b>
<b>TOTAL ASSETS</b>		<b>1 769 627</b>	<b>1 766 155</b>	<b>1 693 937</b>	<b>1 693 231</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
Linked units	12	871 824	871 824	871 824	871 824
Foreign currency translation reserve		(13 659)	(13 675)	-	-
Retained income		672 432	662 863	595 704	588 545
<b>Total equity</b>		<b>1 530 597</b>	<b>1 521 012</b>	<b>1 467 528</b>	<b>1 460 369</b>
<b>Non-current liabilities</b>					
Borrowings	13	-	343	-	343
Deferred tax liability	14	107 493	115 595	97 713	106 079
<b>Total non-current liabilities</b>		<b>107 493</b>	<b>115 938</b>	<b>97 713</b>	<b>106 422</b>
<b>Current liabilities</b>					
Trade and other payables	15	30 384	27 923	27 543	25 374
Distributions payable	24	100 511	96 749	100 511	96 749
Taxation payable	25	299	534	299	318
Borrowings - current portion	13	343	3 999	343	3 999
<b>Total current liabilities</b>		<b>131 537</b>	<b>129 205</b>	<b>128 696</b>	<b>126 440</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1 769 627</b>	<b>1 766 155</b>	<b>1 693 937</b>	<b>1 693 231</b>

# STATEMENTS OF COMPREHENSIVE INCOME

for the year ended 31 July 2024

	Notes	Group		Company	
		2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>Revenue</b>	16	<b>239 596</b>	239 642	<b>229 771</b>	229 695
Contractual rental and recoveries		<b>243 149</b>	238 302	<b>233 591</b>	228 381
Rent straight line adjustment		<b>(3 553)</b>	1 340	<b>(3 820)</b>	1 314
Other income	17	<b>4 066</b>	4 253	<b>10 407</b>	10 815
Property costs	18	<b>(38 227)</b>	(40 856)	<b>(37 660)</b>	(40 038)
Impairment/(Impairment reversal) of trade receivables		<b>20</b>	(3 633)	<b>12</b>	(3 411)
Other property costs		<b>(38 247)</b>	(37 223)	<b>(37 672)</b>	(36 627)
<b>Net rental income</b>		<b>205 435</b>	203 039	<b>202 518</b>	200 472
Other expenses	19	<b>(14 827)</b>	(14 406)	<b>(14 676)</b>	(14 230)
		<b>190 608</b>	188 633	<b>187 842</b>	186 242
Net finance income		<b>4 013</b>	3 304	<b>3 793</b>	3 107
Finance income	20	<b>4 373</b>	3 857	<b>4 151</b>	3 660
Finance expense	21	<b>(360)</b>	(553)	<b>(358)</b>	(553)
		<b>194 621</b>	191 937	<b>191 635</b>	189 349
Investment property fair value adjustment	5	<b>9 904</b>	37 808	<b>8 877</b>	35 854
At fair value		<b>6 099</b>	38 904	<b>4 805</b>	36 924
Rent straight line adjustment		<b>3 553</b>	(1 340)	<b>3 820</b>	(1 314)
Lease accounting adjustment		<b>252</b>	244	<b>252</b>	244
Financial asset receivable fair value adjustment	8	<b>(5 130)</b>	(229)	<b>(5 130)</b>	(229)
Intangible asset amortisation	9	<b>(881)</b>	(881)	<b>(881)</b>	(881)
		<b>198 514</b>	228 635	<b>194 501</b>	224 093
Share of associate's profit	7	<b>1 338</b>	6 812	-	-
<b>Profit before taxation</b>		<b>199 852</b>	235 447	<b>194 501</b>	224 093
Taxation	22	<b>4 817</b>	(9 427)	<b>7 758</b>	(5 878)
<b>Profit for the year attributable to linked unitholders</b>		<b>204 669</b>	226 020	<b>202 259</b>	218 215
Other comprehensive income					
Items that may subsequently be reclassified to profit or loss					
Currency translation differences		<b>16</b>	(979)	-	-
<b>Comprehensive income for the year attributable to linked unitholders</b>		<b>204 685</b>	225 041	<b>202 259</b>	218 215
Units in issue at end of year		<b>604 397 124</b>	604 397 124	<b>604 397 124</b>	604 397 124
		<b>Thebe</b>	Thebe	<b>Thebe</b>	Thebe
Basic and diluted earnings per unit attributable to linked unitholders	23	<b>33.86</b>	37.40	<b>33.46</b>	36.10

# STATEMENTS OF CHANGES IN EQUITY

for the year ended 31 July 2024

	Stated capital P'000	Debentures P'000	Total linked units P'000	Foreign currency translation reserve P'000	Non distributable retained income P'000	Distributable retained income P'000	Total P'000
<b>Group</b>							
<b>2023</b>							
<b>Balance at beginning of year</b>	8 719	863 105	871 824	(12 696)	622 472	1 794	1 483 394
<b>Transactions with owners</b>							
Distributions declared (note 24)							
Number 23 - declared 25 April 2023	-	-	-	-	-	(91 324)	(91 324)
Number 24 - declared 31 July 2023	-	-	-	-	-	(96 099)	(96 099)
Total transactions with owners	-	-	-	-	-	(187 423)	(187 423)
<b>Comprehensive income</b>							
Profit for the year	-	-	-	-	-	226 020	226 020
Transfer of revaluation gains net of related taxes	-	-	-	-	38 722	(38 722)	-
Other comprehensive income	-	-	-	(979)	-	-	(979)
Total comprehensive income	-	-	-	(979)	38 722	187 298	225 041
<b>Balance at end of year</b>	8 719	863 105	871 824	(13 675)	661 194	1 669	1 521 012
<b>2024</b>							
<b>Balance at beginning of year</b>	8 719	863 105	871 824	(13 675)	661 194	1 669	1 521 012
<b>Transactions with owners</b>							
Distributions declared (note 24)							
Number 25 - declared 24 April 2024	-	-	-	-	-	(95 616)	(95 616)
Number 26 - declared 18 July 2024	-	-	-	-	-	(99 484)	(99 484)
Total transactions with owners	-	-	-	-	-	(195 100)	(195 100)
<b>Comprehensive income</b>							
Profit for the year	-	-	-	-	-	204 669	204 669
Transfer of revaluation gains net of related taxes	-	-	-	-	9 535	(9 535)	-
Other comprehensive income	-	-	-	16	-	-	16
Total comprehensive income	-	-	-	16	9 535	195 134	204 685
<b>Balance at end of year</b>	8 719	863 105	871 824	(13 659)	670 729	1 703	1 530 597

## STATEMENTS OF CHANGES IN EQUITY (continued)

for the year ended 31 July 2024

	Stated capital P'000	Debentures P'000	Total linked units P'000	Foreign currency translation reserve P'000	Non distributable retained income P'000	Distributable retained income P'000	Total P'000
<b>Company</b>							
<b>2023</b>							
<b>Balance at beginning of year</b>	8 719	863 105	871 824	-	556 588	1 165	1 429 577
<b>Transactions with owners</b>							
Distributions declared (note 24)							
Number 23 - declared 25 April 2023	-	-	-	-	-	(91 324)	(91 324)
Number 24 - declared 31 July 2023	-	-	-	-	-	(96 099)	(96 099)
Total transactions with owners	-	-	-	-	-	(187 423)	(187 423)
<b>Comprehensive income</b>							
Profit for the year	-	-	-	-	-	218 215	218 215
Transfer of revaluation gains net of related taxes	-	-	-	-	30 626	(30 626)	-
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	30 626	187 589	218 215
<b>Balance at end of year</b>	<b>8 719</b>	<b>863 105</b>	<b>871 824</b>	<b>-</b>	<b>587 214</b>	<b>1 331</b>	<b>1 460 369</b>
<b>2024</b>							
<b>Balance at beginning of year</b>	<b>8 719</b>	<b>863 105</b>	<b>871 824</b>	<b>-</b>	<b>587 214</b>	<b>1 331</b>	<b>1 460 369</b>
<b>Transactions with owners</b>							
Distributions declared (note 24)							
Number 25 - declared 24 April 2024	-	-	-	-	-	(95 616)	(95 616)
Number 26 - declared 18 July 2024	-	-	-	-	-	(99 484)	(99 484)
Total transactions with owners	-	-	-	-	-	(195 100)	(195 100)
<b>Comprehensive income</b>							
Profit for the year	-	-	-	-	-	202 259	202 259
Transfer of revaluation gains net of related taxes	-	-	-	-	7 122	(7 122)	-
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	7 122	195 137	202 259
<b>Balance at end of year</b>	<b>8 719</b>	<b>863 105</b>	<b>871 824</b>	<b>-</b>	<b>594 336</b>	<b>1 368</b>	<b>1 467 528</b>

# STATEMENTS OF CASH FLOWS

for the year ended 31 July 2024

	Notes	Group		Company	
		2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>Cash flows from operating activities</b>					
Profit before taxation		199 852	235 447	194 501	224 093
Adjustments for:					
Net finance income		(4 013)	(3 304)	(3 793)	(3 107)
Dividend income	17	-	-	(6 084)	(6 376)
Fair value and amortisation adjustments		(3 893)	(36 698)	(2 866)	(34 744)
Share of associate's profit	7	(1 338)	(6 812)	-	-
Rent straight line adjustment		3 553	(1 340)	3 820	(1 314)
Changes in working capital					
Trade and other receivables		(1 448)	957	(1 331)	1 148
Trade and other payables		2 461	935	2 169	841
Currency translation difference		(29)	(11)	-	-
<b>Cash generated from operations</b>		<b>195 145</b>	<b>189 174</b>	<b>186 416</b>	<b>180 541</b>
Finance expense		(360)	(553)	(358)	(553)
Finance income		4 373	3 857	4 151	3 660
Dividends received		-	-	6 276	6 275
Distributions paid to linked unitholders	24	(191 338)	(180 587)	(191 338)	(180 587)
Taxation paid	25	(3 934)	(3 738)	(1 025)	(1 047)
<b>Net cash flows from operating activities</b>		<b>3 886</b>	<b>8 153</b>	<b>4 122</b>	<b>8 289</b>
<b>Cash flows from investing activities</b>					
Investment property movements	5	1 739	-	1 739	-
Movement in related party receivable	10	12 523	22 789	12 523	22 789
Deposits		-	(58 273)	-	(58 273)
Withdrawals		12 523	81 062	12 523	81 062
Movement in deposit in money market funds		(24 115)	(21 187)	(24 115)	(21 187)
Deposits		(200 415)	(149 737)	(200 415)	(149 737)
Withdrawals		176 300	128 550	176 300	128 550
<b>Net cash flows from investing activities</b>		<b>(9 853)</b>	<b>1 602</b>	<b>(9 853)</b>	<b>1 602</b>
<b>Cash flows from financing activities</b>					
Borrowings decreased	13	(3 999)	(3 797)	(3 999)	(3 797)
<b>Net cash flows from financing activities</b>		<b>(3 999)</b>	<b>(3 797)</b>	<b>(3 999)</b>	<b>(3 797)</b>
<b>Net change in cash and cash equivalents</b>		<b>(9 966)</b>	<b>5 958</b>	<b>(9 730)</b>	<b>6 094</b>
Cash and cash equivalents at beginning of year		18 185	12 227	12 729	6 635
<b>Cash and cash equivalents at end of year</b>	11	<b>8 219</b>	<b>18 185</b>	<b>2 999</b>	<b>12 729</b>

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS

31 July 2024

## 1. GENERAL INFORMATION

New African Properties Limited and its subsidiary (together the Group) own a portfolio of investment property located primarily in Botswana. The company is listed on the Botswana Stock Exchange.

## 2. MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of these Group and Separate annual financial statements are set out below and are consistent in all material respects with those applied in the previous year.

### 2.1 Basis of preparation

These annual financial statements have been prepared on a going concern basis, are prepared in accordance with International Financial Reporting Standards ("IFRS") and IFRIC interpretations and have been prepared under the historical cost convention as modified by the measurement of investment properties and certain financial assets at fair value. Fair value adjustments do not affect the calculation of distributable income but do impact the net asset value per linked unit to the extent that adjustments are made to the carrying value of assets and liabilities.

### 2.2 Basis of consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group 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. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group annual financial statements incorporate the results and financial position of the Company and all subsidiaries, currently only New African Properties (Namibia) (Proprietary) Limited. The results of subsidiaries are included from the effective dates of gaining control and up to the effective dates of relinquishing control.

All Group companies have a 31 July year end and apply uniform accounting policies for like transactions.

All intercompany transactions and balances between Group entities are eliminated with the exception of intercompany interest capitalised to the cost of investment property during construction.

The Company carries its investment in subsidiaries in its separate financial statements at cost less any accumulated impairment.

### 2.3 Common control transactions

Business combinations which result from transactions between the holding company and its subsidiaries or between subsidiaries of the Company are defined as common control transactions and are accounted for using the predecessor method of accounting.

Under the predecessor method of accounting the results of the entities or businesses under common control are presented as if the business combination had been effected from the effective date. The assets and liabilities combined are accounted for prospectively based on the carrying amounts applying the Company's accounting policies at the date of transfer. On consolidation the cost of the business combination is cancelled with the values of the net assets received. Any resulting differences are classified as equity.

### 2.4 Business combinations

The Group may invest in subsidiaries that hold properties but do not constitute a business. These transactions are therefore treated as asset acquisitions rather than business combinations.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### 2.4 Business combinations (continued)

For acquisitions meeting the definition of a business combination the acquisition method of accounting is used. The cost of an acquisition is measured as the aggregate of the fair value of the underlying assets transferred, equity instruments issued and liabilities incurred or assumed at the date of exchange. Costs directly attributable to the acquisition are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The excess of the cost of the acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. Goodwill is not amortised but is tested for impairment on an annual basis. An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a subsidiary attributable goodwill is included in the determination of the profit or loss on disposal. If the cost of acquisition is less than the fair value of the net assets acquired the difference is recognised directly in profit or loss.

### 2.5 Investment in associate

An associate is an entity over which the Group has significant influence and which is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Currently the only associate is Edco Proprietary Limited and the Group's interests are protected in terms of a shareholders agreement, which includes a pre-emptive right.

An investment in associate is accounted for using the equity method in the consolidated financial statements and at cost in the separate company financial statements except when the investment is classified as held-for-sale in accordance with IFRS 5 Non-current assets held-for-sale and discontinued operations. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost adjusted for post-acquisition changes in the Group's share of net assets of the associate, less any impairment losses.

The Group's share of post-acquisition profit or loss is recognised in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment.

Losses in an associate in excess of the Group's interest in that associate are recognised only to the extent that the Group has incurred a legal or constructive obligation to make payments on behalf of the associate.

Any goodwill on acquisition of an associate is included in the carrying amount of the investment, however, a gain on acquisition is recognised immediately in profit or loss.

At each reporting date the Group determines whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "share of profit/(loss) of associates" in profit or loss.

Profits or losses on transactions between the Group and an associate are eliminated to the extent of the Group's interest therein. When the Group reduces its level of significant influence or loses significant influence, the Group proportionately reclassifies the related items which were previously accumulated in equity through other comprehensive income to profit or loss as a reclassification adjustment. In such cases, if an investment remains, that investment is measured to fair value with the fair value adjustment being recognised in profit or loss as part of the gain or loss on disposal.

### 2.6 Investment properties

Investment properties are those properties either owned by the Group or where the Group is a lessee under a finance lease that are held either to earn rental income or for capital appreciation, or both, and that is not occupied by companies in the consolidated Group. In addition, properties held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### 2.6 Investment properties (continued)

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

After initial recognition, investment property is carried at fair value adjusted for accrued operating lease income and other assets that are also supported by the same cash flows used in determining the value of investment property. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. These valuations are assessed at every reporting date. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value. The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

Subsequent expenditure is charged to the asset's carrying amount only 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. Direct costs relating to major capital projects are capitalised and are incurred to maintain, upgrade or refurbish properties to preserve or improve capital value. All other repairs and maintenance costs are charged to the statement of comprehensive income during the financial period in which they are incurred.

Changes in fair values, as well as gains or losses on disposal are recorded in the statement of comprehensive income in the period in which they occur. Such gains, losses or fair value adjustments, net of relevant taxes thereon, are excluded from the calculation of distributable income and are transferred to non-distributable retained income.

### 2.7 Intangible assets

Intangible assets other than goodwill are recognised where the entity has acquired or developed identifiable, non-monetary assets that are expected to generate future economic benefits for the entity and where the cost can be reliably measured. These assets are initially recognised at cost and subsequently carried at cost less accumulated impairment losses and where the assets have a finite useful life any accumulated amortisation.

Land lease rights have a finite useful life (until 2026), based on the underlying contractual agreement and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the cost of the lease rights over their estimated useful lives based on the underlying lease period.

### 2.8 Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

The Group determines whether there is objective evidence that the investment in subsidiaries or associates is impaired at each reporting date. If this is the case the Group calculates the amount of any impairment and recognises the loss in profit and loss.

An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date. Impairment losses on goodwill are not reversed.

Such impairments and reversals, net of relevant taxes thereon, are excluded from the calculation of distributable income and are transferred to non-distributable retained income.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### 2.9 Financial instruments

#### 2.9.1 Investments and other financial assets

##### 2.9.1.1 Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through Other Comprehensive Income (OCI) or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments, other than investments in associates and subsidiaries, that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). The Group reclassifies debt investments when and only when its business model for managing those assets changes.

##### 2.9.1.2 Recognition and derecognition

Financial assets are recognised on the trade date the date on which the Group irrevocably commits to purchase the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

##### 2.9.1.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments depends on the Group's business model for the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

**2.9.1.3.1 Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in either finance income or other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss. Impairment losses are presented as a separate line item in the notes to the statements of profit or loss. At present all receivables other than the Financial Asset Receivable reflected on the statements of financial position fall into this category.

**2.9.1.3.2 FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains (losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains (losses) and impairment expenses are presented as a separate line item in the consolidated statement of profit or loss. The Group currently has no assets falling in to this category.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### 2.9 Financial instruments (continued)

#### 2.9.1 Investments and other financial assets (continued)

##### 2.9.1.3 Measurement (continued)

2.9.1.3.3 FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss in the period in which it arises. The Financial Asset Receivable reflected on the statements of financial position falls into this category.

##### 2.9.1.4 Impairment

The Group assesses the expected credit losses for assets carried at amortised cost and FVOCI on a forward-looking basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group's financial assets are subject to the expected credit loss model.

Debt investments and other instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

The impairment charge for debt investments at FVOCI is recognised in profit or loss and reduces the fair value loss otherwise recognised in OCI.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9 which requires expected lifetime losses to be recognised from initial recognition of the receivables. Trade receivables primarily comprise rentals payable monthly in advance. Any rentals not paid within 30 days of when they fall due are considered to be in default. The Group makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

Trade and other receivables are written off when there is no reasonable expectation of recovery once approved in terms of the Board mandate. Indicators that there is no reasonable expectation of recovery include, among others, the probability of insolvency or significant financial difficulties of the debtor. Impaired debts are derecognised when they are assessed as uncollectible. Subsequent recoveries of amounts previously written off are credited as other income in the statement of comprehensive income.

##### 2.9.1.5 Trade receivables

Trade and other receivables are recognised initially at fair value and subsequently are measured at amortised cost using the effective interest method, less an impairment provision based on expected credit losses. The Group holds the trade receivables with the objective to collect the contractual cash flows.

##### 2.9.1.6 Deposits in money market instruments

These deposits are highly liquid, available on demand and readily convertible to cash and cash equivalents with an insignificant risk of change in value.

##### 2.9.1.7 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value and bank.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### 2.9 Financial instruments (continued)

#### 2.9.2 Financial liabilities

The Group recognises a financial liability when it first becomes a party to the contractual rights and obligations in the contract.

All financial liabilities are initially recognised at fair value, less (in the case of a financial liability that is not at FVPL) transaction costs that are directly attributable to issuing the financial liability.

The fair value of a non-interest bearing liability is its discounted repayment amount. If the due date of the liability is less than one year, discounting is omitted.

After initial recognition, financial liabilities are measured at amortised cost, unless the Group opted to measure a liability at FVPL. At present Group has not elected to measure any liability at FVPL. The Group accordingly measures interest bearing loans, borrowings and financial liabilities included in trade and other payables at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

#### 2.9.3 Derivatives

The Group currently has no derivative financial instruments.

### 2.10 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events for which it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. The Group recognises a provision for onerous contracts when the expected benefits to be derived from a contract are less than the unavoidable costs of meeting the obligations under the contract.

### 2.11 Revenue recognition

Revenue includes rental income from properties and operating cost recoveries.

Rental income and fixed operating cost recoveries from operating leases are recognised in income on a straight-line basis over the lease term. Variable operating cost recoveries are recognised in the period in which the services are rendered based on individual lease terms.

### 2.12 Interest income

Interest income is recognised using the effective interest rate method.

Interest from tenants on arrears is recognised within "other income" and comprises part of "net rental income" in the statement of comprehensive income and as part of cash flows from operations in the statement of cash flows. Other interest income, arising from investing activities, is recognised within 'finance income' in the statement of comprehensive income and separately disclosed in the cash flow statement as part of net cash flows from operating activities.

### 2.13 Dividend income

Dividend income is recognised when the right to receive payment has been established. Dividends from the subsidiary are recognised in other income.

### 2.14 Other income

Other income is recognised when the right to receive payment has been established. It comprises dividends, promotion and advertising income, tenant market contributions, interest on tenant arrears, legal fee recoveries, fuel rebates and forex gains on foreign dividend receipts earned on an ad hoc basis.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### 2.15 Leases

#### 2.15.1 As lessor

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

When properties are leased out under an operating lease, the properties are included in the statement of financial position as investment properties. Lease income is recognised over the term of the lease on a straight-line basis and the adjustments between this and the contractual rentals, net of relevant taxes thereon, are transferred to non-distributable retained income.

#### 2.15.2 As lessee

Liabilities arising from a lease are initially measured on a net present value basis calculated by discounting the expected future payments, net of any incentives, at the Group's incremental borrowing rate. Lease payments are thereafter allocated between principal, which reduces the liability, and finance costs which are recognised within 'finance expense' in the statement of comprehensive income.

A right of use asset is recognised based on the initial measurement of the lease liability together with any lease payments made, net of lease incentives received, before the commencement date and any initial direct costs and restoration costs. Right of use assets are amortised on a straight-line basis in the statement of comprehensive income over the lease term.

The lease liability is reassessed for any subsequent change in rentals or lease terms, with a corresponding adjustment to the right of use asset. Changes in the borrowing rate are not adjusted for after initial recognition.

The adjustments between the contractual rentals, the finance expense on the lease liability and the amortisation of the right of use asset, net of relevant taxes thereon, are transferred to non-distributable retained income.

The Group has elected to exclude immaterial leases from the above treatment.

### 2.16 Interest expense

Where the Group undertakes a major development or refurbishment of its property, interest is capitalised to the cost of the property concerned during the construction period. All other interest expenses for borrowings are recognised within 'finance expense' in the statement of comprehensive income using the effective interest rate method.

### 2.17 Current and deferred income tax

The tax expense comprises current and deferred income tax and is recognised in the statement of comprehensive income, except where it relates to items recognised directly in other comprehensive income or equity. In those cases the tax is also recognised in other comprehensive income or equity as applicable.

Current tax is determined at current rates on the net income for the year after taking into account income and expenditure which is not subject to tax, assessed or estimated tax losses brought forward from prior years and the tax effect of credits and charges, including depreciation, attributable to periods other than the current year.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is not accounted for the following temporary differences:

- If it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting or taxable profit or loss;
- Goodwill that arises on initial recognition of a business combination;
- Differences relating to investments in subsidiaries to the extent that they will not reverse in the foreseeable future.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### 2.17 Current and deferred income tax (continued)

Deferred income tax is determined using the tax rates that have been enacted as at the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The carrying value of the Group's investment property will generally be realised by capital (the consideration on the sale at the end of use). The capital gains tax rate applied is that which would apply on a direct sale of the property recorded in the statement of financial position. The deferred tax is then calculated based on the respective temporary differences and tax consequences arising from recovery through sale.

Taxation on items that are not distributable is similarly excluded from the calculation of distributable income and is transferred to non-distributable retained income.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available, against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2.18 Distributions

Distributions to linked unitholders are recognised as a liability in the Group's financial statements in the period in which the distributions are approved by the Board.

### 2.19 Foreign currency translation

#### 2.19.1 Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group financial statements are presented in Pula, which is the Company's functional currency and Group's presentation currency.

#### 2.19.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at year-end exchange rates of foreign currency denominated monetary assets and liabilities, and non-monetary assets not carried at fair value, are recognised in the statement of comprehensive income. They are deferred in equity and included in other comprehensive income if they relate to qualifying cash flow hedges or are attributable to part of the net investment in a foreign operation. Other gains or losses on monetary assets or liabilities, and on non-monetary assets not carried at fair value, are included in profit and loss on a net basis within other income or expenses.

Non-monetary assets that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on non-monetary assets carried at fair value are reported as part of the respective fair value gain or loss. For example, translation differences on non-monetary assets such as investment property held at fair value through profit and loss are recognised in profit and loss as part of the fair value gain or loss, while translation differences on non-monetary financial assets such as equities as at fair value through other comprehensive income are recognised in other comprehensive income.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### 2.19 Foreign currency translation (continued)

#### 2.19.3 Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

2.19.3.1 assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

2.19.3.2 translation differences on non-monetary items carried at fair value are reported as part of the respective fair value gain or loss. For example, translation differences on non-monetary assets such as investment property held at fair value through profit and loss are recognised in profit and loss as part of the fair value gain or loss;

2.19.3.3 income and expenses for each statement of comprehensive income other than for the fair value adjustment for valuation of assets held at fair value, are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates in which case income and expenses are translated at the rate on the dates of the transactions); and

2.19.3.4 the resulting exchange differences are recognised in other comprehensive income on a net basis.

### 2.20 Operating segments

As stated in note 28 no segmental results are reflected. This is consistent with the internal reporting to the Managing Director, the Group's chief operating decision-maker, who reviews the performance of the Group as a single economic entity.

## 3. ADOPTION OF NEW AND REVISED STANDARDS

### 3.1 Standards and amendments to existing standards and interpretations effective in the current financial year for the first time.

Amendment/ Standard/ interpretation	Content	Applicable for financial years beginning on/after
IFRS 17 <sup>^</sup>	'Insurance Contracts' and related amendments including extension of temporary exemption from applying IFRS 9 and initial application of IFRS 17 and IFRS 9 comparative information	1 January 2023
IAS 1	Amendment: 'Presentation of Financial Statements' on classification of Liabilities as Current or Non-current	1 January 2023
IAS 1, Practice statement 2, IAS 8	Narrow scope amendments: 'Presentation of Financial Statements', Practice statement 2, 'Accounting policies, Changes in Accounting Estimates and Errors'	1 January 2023
IAS 12	Amendment: 'Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction'	1 January 2023
IAS 12	Amendment: 'International tax reform' - Pillar two model rules	1 January 2023

<sup>^</sup> Not relevant to the Group and Company financial statements. The other amendments have not had a material impact on the Group and Company financial statements.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

### 3. ADOPTION OF NEW AND REVISED STANDARDS (continued)

#### 3.2 New standards amendments and interpretations issued but not yet effective and not early adopted.

The following new and amended standards and interpretations have been issued and are mandatory for the Group's accounting periods beginning on or after 1 August 2024.

Amendment/ Standard/ interpretation	Content	Applicable for financial years beginning on/after
IFRS S1*	General requirements for disclosure of sustainability - Related financial information	1 January 2024
IFRS S2*	Climate - related disclosures	1 January 2024
IFRS 9, IFRS 7	Amendment: 'Classification and Measurement of Financial Instruments'	1 January 2026
IFRS 10, IAS 28	Amendments: 'Sale or Contribution of Assets between an Investor and its Associate or Joint Venture'	To be determined **
IFRS 16	Amendment: 'Lease liability in a sale and leaseback'	1 January 2024
IFRS 18#	'Presentation and Disclosures in Financial Statements'	1 January 2027
IFRS 19	'Subsidiaries without Public Accountability: Disclosures'	1 January 2027
IAS 1	Amendment: 'Non current liabilities with covenants'	1 January 2024
IAS 7, IFRS 7	Amendment: 'Disclosures on supplier finance arrangements'	1 January 2024
IAS 21	Amendment: 'Lack of Exchangeability'	1 January 2025

\* We are assessing the applicability and materiality of these standards in our Group for its application.

\*\* IASB deferred application date until finalising research project on the equity method.

# IFRS 18 is likely to impact the presentation of the Group and Company financial statements and has not been early adopted. The other amendments and interpretations are not expected to have a material impact on the Group and Company financial statements.

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In arriving at the amounts at which assets and liabilities are measured in the financial statements, the Group makes estimates and assumptions concerning the future. The resulting estimates will, by definition, seldom equal the related actual results. The estimates, assumptions and management judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

#### 4.1 Investment property

The best evidence of fair value is current prices in an active market for similar properties. In the absence of such information the Group determines the estimated fair value and has utilised an independent expert in making this assessment.

The valuation basis used is market value, which is defined as the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

In calculating the market value the investment method has been adopted. The key assumptions underlying the investment method are net cash flows and the capitalisation rate used. These are unobservable inputs and accordingly result in the valuations being classed as level 3 in terms of the fair value hierarchy.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

### 4.1 Investment property (continued)

Net cash flows were based on rentals and relevant expenditure taking cognisance of existing tenancies, operating expense budgets and specific market circumstances relative to these. A 10% change in the net cash flows would have the estimated impact of P195 million for Group and P191 million for Company (2023: P190 million for Group and P185 million for Company) on the aggregate independent valuation.

The capitalisation rate has been determined based on a relevant long bond yield, adjusted for property as an asset class as well as individual property specific factors such as sector, location, building, leasehold / freehold and tenancy. A 1% upward shift in the capitalisation rate would reduce the aggregate independent valuation by an estimated P185 million for Group and P183 million for Company (2023: P180 million for Group and P179 million for Company), while a 1% downward shift in capitalisation rate would increase the valuations by an estimated P228 million for Group and P227 million for Company (2023: P222 million for Group and P221 million for Company).

There are inter-relationships between unobservable inputs. To avoid double counting or omitting the effects of risk factors, capitalisation rates reflect assumptions that are consistent with those inherent in the cash flows.

The value of one property has been adjusted by the directors to take into account specific contractual arrangements:

- NAP's Associate (Edco) holds the Government lease on part of the Riverwalk property and sub-let this portion to NAP until 2026. The portion of the property occupied by the anchor tenant is held directly by NAP under the Government lease and not through Edco.
- NAP also has the option to increase the holding in the Associate between 2024 and 2029, based on the fair value of the Associate's shares. This being determined by taking into account the value of the Deeds of Grant and leases as well as any liabilities.
- NAP obtains an annual independent valuation for Riverwalk, which assumes that standard terms and conditions with respect to title apply to the property as a whole. Given the specific ownership structure and related contractual arrangements, the directors reduce the value of this property to take account of these factors, assuming the exercise of the option.
- The resultant fair value of the investment in the Riverwalk property is accounted for in investment property and in investment in associate.
- The total value of this investment property is calculated by discounting the expected cash flows to NAP from the property assuming outflows from the exercise of the option (in 2026) and using the implied discount rate determined from the independent valuation and projected cash flows for the property.
- The fair value of Edco's investment in Riverwalk is calculated as the present value of expected cash flows to Edco and using the same implied discount rate. NAP equity accounts for its 26% interest in this fair value (after allowing for deferred income tax).
- The investment property portion of NAP's investment in Riverwalk is represented by the total value of the investment minus the carrying value of the investment in the Associate.

The current discount rate used for calculating the value of NAP's investment in Riverwalk is 14.00% (2023: 14.65%). A 1% downward shift in the discount rate would increase the carrying value by approximately P33 million (2023: P31 million) and a 1% upward shift would decrease the carrying value by approximately P27 million (2023: P25 million), while a 10% change in the lump sum payment would have an estimated P17 million (2023: P17 million) impact on the carrying value of investment property.

### 4.2 Financial asset

The financial asset arises from the right to receive 63% of the rental income from an investment property in terms of a cession. The asset has been valued by discounting the projected income streams at 14.25% (2023: 14.25%). These assumptions are unobservable inputs and therefore considered level 3 in terms of the fair value hierarchy.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

### 4.2 Financial asset (continued)

A 1% downward shift in the discount rate would increase the carrying value by approximately P1.0 million (2023: P1.4 million) and a 1% upward shift would decrease the carrying value by approximately at P0.9 million (2023: P1.3 million), while a 10% change in the cash flows would have an estimated P1.9 million (2023: P2.5 million) impact on the carrying value.

### 4.3 Associate

The Associate's financial statements are prepared on the historical cost basis based on a 30 June year end. To comply with the group's accounting policies, this investment is equity accounted based on the Directors' fair value of the only underlying asset which has been valued by discounting the expected cash flows from operations at the Group's year end using a discounted rate of 14.00% (2023: 14.65%) and the related deferred tax liability. These assumptions are unobservable inputs and therefore considered level 3 in terms of the fair value hierarchy.

A 1% downward shift in the discount rate would increase the carrying value of the investment in the associate by approximately P12.4 million (2023: P12.6 million) and a 1% upward shift would decrease the carrying value by approximately P9.9 million (2023: P10.0 million).

### 4.4 Lease liabilities

Lease liabilities are recognised based on the net present value of the expected future payments, net of any incentives, discounted at the Group's incremental borrowing rate.

The future lease payments are based on expected payments over the period of the lease, including expected extensions, using current contractual escalation rates. In view of the long-term nature of the leases one renewal has been assumed for all leases. A 1% change in the projected lease payments would impact both the lease liability and right of use asset by P0.03 million (2023: P0.03 million) for both Group and Company.

The incremental borrowing rate used to discount the projected rentals is based on indicative borrowing rates on retail properties at the time the liability is recognised. A 1% increase in this rate would decrease both the lease liability and right of use asset by P0.5 million (2023: P0.4 million) and a 1% decrease would increase both by P0.5 million (2023: P0.5 million) both Group and Company.

IFRS 16 allows immaterial leases to be excluded and the Group has elected to apply this exemption. Materiality for this purpose is based on the net present value of the lease liability and has been set at P0.5 million for individual leases, subject to an aggregate limit for all individually immaterial leases of 0.5% of Group net asset value. This exemption will not be applied for all upfront lease payments.

### 4.5 Income taxes

The Group is subject to tax in two jurisdictions, Botswana and Namibia. Certain estimates are required in determining the provision for income taxes and where the final tax is different from the amounts estimated such differences will impact the current and deferred taxation provisions.

The principal assumption that has a material effect on these financial statements is the tax that will be payable on the future disposal of investment properties. Following the adoption of IAS 12 for investment property, it is assumed that capital gains will be taxed using the applicable capital gains tax rate and calculations, and not the corporate tax rates. For Botswana properties this is based on normal company tax rates being applied to the difference between the selling price and the indexed adjusted cost, while in Namibia it means that no tax is payable. The Group has provided for tax on fair value gains on this basis. In the event that the tax regulations are amended before the disposal of properties, the actual liability that would arise could be very different.

## NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>5 INVESTMENT PROPERTY</b>				
Opening balances	1 551 482	1 514 711	1 507 420	1 471 566
At fair value	1 582 569	1 544 713	1 538 045	1 501 121
Rent straight line adjustment	(32 018)	(30 689)	(31 556)	(30 242)
Lease accounting adjustment	931	687	931	687
Capital expenditure movements	(1 739)	-	(1 739)	-
Fair value adjustment	9 904	37 808	8 877	35 854
At fair value	6 099	38 904	4 805	36 924
Rent straight line adjustment	3 553	(1 340)	3 820	(1 314)
Lease accounting adjustment	252	244	252	244
Effect of translation to presentation currency	48	(1 037)	-	-
At fair value	52	(1 048)	-	-
Rent straight line adjustment	(4)	11	-	-
Total valuation at end of year				
At fair value	1 586 981	1 582 569	1 541 111	1 538 045
Rent straight line adjustment	(28 469)	(32 018)	(27 736)	(31 556)
Lease accounting adjustment	1 183	931	1 183	931
<b>Net carrying value at end of year</b>	<b>1 559 695</b>	<b>1 551 482</b>	<b>1 514 558</b>	<b>1 507 420</b>

The investment property acquired at listing was settled primarily by the issue of linked units to the vendors.

The investment properties were independently valued at an aggregate P1 951 million for Group and P 1 905 million for Company as at 31 July 2024 (2023: P1 899 million for Group and P1 854 million for Company) by Eranse Mooki of Knight Frank (Botswana) Pty Ltd. He holds recognised relevant professional qualifications, is a member of the Royal Institute of Chartered Surveyors (RICS) and the Real Estate Institute of Botswana and has relevant experience for the investment properties valued.

The properties were valued in accordance with Statement of Asset Valuation Practice and Guidance Notes prepared by the RICS (The Red Book) on an open market basis using an adapted discounted cash flow approach at capitalisation rates ranging between 7.8% and 17.75% (2023: 7.4% and 18.0%), assuming that the properties are not subject to any adverse easements, restrictive covenants or undue provisions that would otherwise depress the values.

The independently determined fair values totalling P1 951 million (2023: P1 899 million) have been reduced by the directors to account for the impact of the specific contractual arrangements pertaining to one of the Group's properties and to avoid double accounting in view of the investment in the Associate, with the resultant fair value recognised under investment property being P1 587 million (2023: P1 583 million) for Group and P1 541 million (2023: P1 538 million) for Company.

Investment property valued at P140 million (2023: P133 million) is used as security for the bank borrowings referred to in note 13.

No interest was capitalised to investment property during the year (2023: nil).

There were no capital commitments at the year end.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 5 INVESTMENT PROPERTY (continued)

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
Operating income attributable to the investment property amounts to:				
Revenue	239 596	239 642	229 771	229 695
Rent straight line adjustment	3 553	(1 340)	3 820	(1 314)
Contractual revenue earned from investment property	243 149	238 302	233 591	228 381
Other income	4 066	4 253	10 407	10 815
Property costs	(38 227)	(40 856)	(37 660)	(40 038)
Recoverable expenses	(16 173)	(16 290)	(15 828)	(15 905)
Other property expenses	(22 054)	(24 566)	(21 832)	(24 133)
<b>Net rental income excluding rent straight line adjustment</b>	<b>208 988</b>	201 699	<b>206 338</b>	199 158
And to reconcile to statement of comprehensive income:				
Add : Straight line adjustment	(3 553)	1 340	(3 820)	1 314
<b>Net rental income per statement of comprehensive income</b>	<b>205 435</b>	203 039	<b>202 518</b>	200 472

## 6 INVESTMENT IN SUBSIDIARY

Total investment in shares and loans at cost comprise:

	% holding	Investment in shares P'000	Investment in loans P'000	Total investment P'000
<b>Company</b>				
<b>2024</b>				
New African Properties (Namibia) (Proprietary) Limited	100%			
At cost		36 650	-	36 650
<b>Carrying value</b>		<b>36 650</b>	<b>-</b>	<b>36 650</b>
<b>2023</b>				
New African Properties (Namibia) (Proprietary) Limited	100%			
At cost		36 650	-	36 650
<b>Carrying value</b>		<b>36 650</b>	<b>-</b>	<b>36 650</b>

This wholly owned subsidiary is carried at cost less impairment in the company financial statements and its assets, liabilities and results included in the consolidated financial statements. The investment is impaired when the Pula equivalent net asset value of the subsidiary is less than cost and subsequently reversed when the net asset value of the subsidiary increases. The subsidiary owns investment properties in Namibia. Note 29.1.1.2 sets out the net asset value of the subsidiary at year end.

The subsidiary is based in Namibia and is accordingly subject to local exchange control regulations which impose certain restrictions on transferring funds from the country. Normal dividends are however permitted with routine Bank of Namibia approvals. The assets and liabilities of the subsidiary that are included in the consolidated statement of financial position are set out in note 29.1.1.2.

## NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	% holdings	Group		Company	
		2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>7 INVESTMENT IN ASSOCIATE</b>					
Acquired at cost	26%	4 951	4 951	4 951	4 951
Share of associate's profit post acquisition		63 965	62 627	-	-
Opening balance		62 627	55 815	-	-
Current period		1 338	6 812	-	-
		<b>68 916</b>	<b>67 578</b>	<b>4 951</b>	<b>4 951</b>

This investment was acquired on 4 June 2012.

The Botswana based associate company holds the unencumbered lease rights to certain plots after the expiry of an existing lease, is not expected to generate cash flows until that time, has earned no revenue since acquisition and has no liabilities. No dividends have been declared or received since acquisition.

A change in the operations of the company would be considered an impairment indicator and there have been no impairment indicators since the last impairment test as at 31 July 2012 when it was tested by discounting the projected future income streams at a discount rate of 16.5%. No impairment is considered necessary at this time.

New African Properties Ltd has an option to increase its holding in the Associate to 80% between 2024 and 2029. Such option is exercisable at open market value.

**8 FINANCIAL ASSET RECEIVABLE**

Opening balance		24 497	24 726	24 497	24 726
Fair value adjustment		(5 130)	(229)	(5 130)	(229)
<b>Carrying value</b>		<b>19 367</b>	<b>24 497</b>	<b>19 367</b>	<b>24 497</b>

This asset comprises the right to receive 63% of the rental income from an investment property comprising a shopping mall in Gaborone until 2037 in terms of a cession agreement with Mynco Proprietary Limited and is effectively secured over the underlying asset.

The asset is carried at fair value as determined by directors based on the estimated future cash flows to the company discounted at 14.25% (2023:14.25%) and is within level 3 of the fair value hierarchy.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>9 INTANGIBLE ASSET</b>				
<b>Land lease rights</b>				
Acquired	12 193	12 193	12 193	12 193
Amortisation	(10 572)	(9 691)	(10 572)	(9 691)
Opening balance	(9 691)	(8 810)	(9 691)	(8 810)
Current period	(881)	(881)	(881)	(881)
	<b>1 621</b>	2 502	<b>1 621</b>	2 502

The land lease right arises from contractual rights acquired by the Group on acquisition of the investment in the Associate in the 2012 financial year which allow future cost and operational efficiencies. This asset is amortised over the useful life which extends until 2026.

There have been no impairment indicators since the last impairment test as at 31 July 2012 when it was tested by discounting the projected future income streams at a discount rate of 16.5%. No impairment is considered necessary at this time.

## 10 TRADE AND OTHER RECEIVABLES

Trade receivables net of impairment	5 027	3 714	4 842	3 646
Trade receivables	20 317	30 353	19 354	29 274
Less: impairment	(15 290)	(26 639)	(14 512)	(25 628)
Prepayments	793	554	793	554
Related party receivables	1 070	13 593	1 070	13 593
Dividends receivable	-	-	2 989	3 181
Right of use asset	3 330	3 434	3 330	3 434
Other receivables	501	501	471	471
	<b>10 721</b>	21 796	<b>13 495</b>	24 879

Financial assets comprising trade and other receivables are measured at amortised cost less an impairment provision based on expected credit losses.

The Group assessed the expected credit losses on a forward looking basis. For trade receivables the simplified approach has been used which requires the lifetime expected losses to be recognised on original recognition of the receivable. The Group makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate. The impairment provision was determined as set out below for trade receivables.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 10 TRADE AND OTHER RECEIVABLES (continued)

	Up to 30 days overdue P'000	31 to 60 days overdue P'000	61 to 90 days overdue P'000	>90 days overdue P'000	Total overdue P'000
<b>Group</b>					
<b>2024</b>					
Total gross trade receivables	2 164	901	382	16 870	20 317
Less: Considered for specific impairment	30	28	30	8 245	8 333
Balance considered for general impairment	2 134	873	352	8 625	11 984
Expected loss rate for general impairment	2%	8%	18%	91%	67%
General impairment	(45)	(67)	(64)	(7 861)	(8 037)
Specific impairment	(21)	(19)	(21)	(7 192)	(7 253)
Total impairment	(66)	(86)	(85)	(15 053)	(15 290)
<b>2023</b>					
Total gross trade receivables	2 059	1 675	1 340	25 279	30 353
Less: Considered for specific impairment	1 373	1 647	1 334	25 269	29 623
Balance considered for general impairment	686	28	6	10	730
Expected loss rate for general impairment	15%	36%	50%	80%	17%
General impairment	(103)	(10)	(3)	(8)	(124)
Specific impairment	(1 282)	(1 593)	(1 246)	(22 394)	(26 515)
Total impairment	(1 385)	(1 603)	(1 249)	(22 402)	(26 639)
<b>Company</b>					
<b>2024</b>					
Total gross trade receivables	2 072	874	382	16 026	19 354
Less: Considered for specific impairment	30	28	30	7 967	8 055
Balance considered for general impairment	2 042	846	352	8 059	11 299
Expected loss rate for general impairment	2%	7%	18%	91%	66%
General impairment	(41)	(60)	(64)	(7 346)	(7 511)
Specific impairment	(21)	(19)	(21)	(6 940)	(7 001)
Total impairment	(62)	(79)	(85)	(14 286)	(14 512)
<b>2023</b>					
Total gross trade receivables	2 064	1 575	1 189	24 446	29 274
Less: Considered for specific impairment	1 611	1 560	1 183	24 438	28 792
Balance considered for general impairment	453	15	6	8	482
Expected loss rate for general impairment	14%	35%	50%	100%	17%
General impairment	(64)	(5)	(3)	(8)	(80)
Specific impairment	(1 564)	(1 509)	(1 112)	(21 363)	(25 548)
Total impairment	(1 628)	(1 514)	(1 115)	(21 371)	(25 628)

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 10 TRADE AND OTHER RECEIVABLES (continued)

Movements in accumulated impairment losses are accounted for in the statement of comprehensive income under property costs and are summarised as follows:

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
Trade receivable impairment:				
Opening balance	26 639	24 167	25 628	23 358
Net movement in impairments charged to the income statement	(20)	3 633	(12)	3 411
Write-Offs	(11 285)	(1 141)	(11 104)	(1 141)
Effect of translation to presentation currency	(44)	(20)	-	-
<b>Balance at end of year</b>	<b>15 290</b>	<b>26 639</b>	<b>14 512</b>	<b>25 628</b>
The impairment provision above excludes VAT which is included in the arrears amount above. The impairment amount including VAT is set out below.				
Trade receivable	20 317	30 353	19 354	29 274
Less: VAT included	(1 430)	(2 545)	(1 351)	(2 404)
Trade receivable excluding VAT	18 887	27 808	18 003	26 870
Impairment	(15 290)	(26 639)	(14 512)	(25 628)
Unimpaired excluding VAT	3 597	1 169	3 491	1 242
Related party receivables comprise:				
Cash Bazaar Holdings Proprietary Limited	1 070	13 593	1 070	13 593

The Cash Bazaar Holdings Proprietary Limited related party receivable has been in existence since before listing. It is secured by NAP linked units based on a 1.33 times cover (2023: 1.33 times cover) and certain warranties, is repayable on demand with 3 months' notice and bears interest at 1.5% below prime lending rate, repayable half yearly and there are no arrear amounts at year end (2023: nil). NAP also has the right to offset amounts due to the related party against this loan. The receivable is considered to have low credit risk and immaterial loss.

While dividends receivable and other receivables are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

The expected lifetime credit losses on the remaining financial assets are immaterial.

The Board considers that material credit risk exposure has been adequately provided for on all trade and other receivables.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>11 CASH AND CASH EQUIVALENTS AND DEPOSITS IN MARKET FUNDS</b>				
Current account - ABSA Bank	701	151	701	151
- First National Bank	663	1 072	-	-
Call account - Bank Gaborone	22	22	22	22
- Access Bank	79	79	79	79
- ABSA Bank	2 197	12 477	2 197	12 477
- First National Bank	4 557	4 384	-	-
<b>Total cash and cash equivalents</b>	<b>8 219</b>	<b>18 185</b>	<b>2 999</b>	<b>12 729</b>
Vunani Money Market Fund	48 592	46 247	48 592	46 247
Kgori Capital Enhanced Cash Fund	21 770	-	21 770	-
<b>Total deposits in money market funds</b>	<b>70 362</b>	<b>46 247</b>	<b>70 362</b>	<b>46 247</b>
Cash and cash equivalents and deposits in money market funds are measured at amortised cost.				
<b>12 LINKED UNITS</b>				
604 397 124 Linked units in issue	871 824	871 824	871 824	871 824
Each linked unit comprises one ordinary share indivisibly linked to one unsecured variable rate debenture. Linked units are considered as equity as there is no obligation to transfer cash or assets to settle the linked unit.				
Stated capital comprises 604 397 124 fully paid linked units, each comprising one ordinary share of no par value indivisibly linked to one variable rate unsecured debenture.				
In terms of the Trust Deed governing the Debentures:				
- The debentures are only redeemable at the instance of the Company, after approval by resolution of the Board and with the written consent of the creditors of the Company or at the discretion of the Trustee following certain events specified in the Trust Deed. In the event that they are to be redeemed the amount payable for every debenture shall be the higher of 99/100 of the three month average weighted traded price of a linked unit on the BSE or the issue price of P1.98.				
- The interest payable on debentures shall be determined by and in the sole discretion of the Company's Directors. Notwithstanding this, the Company is obliged to distribute at least 80% of monies available after the payment of approved capital expenditure, repayment of capital and interest due on third party debt, provision for replacement, repair and refurbishment of assets and operating costs as interest on the debentures.				
<b>13 BORROWINGS</b>				
Bank Gaborone Limited comprising:				
Non-current portion	-	343	-	343
Current portion	343	3 999	343	3 999
	<b>343</b>	<b>4 342</b>	<b>343</b>	<b>4 342</b>

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>13 BORROWINGS</b> (continued)				
This loan is secured by a mortgage bond for P40 million registered over Tribal Lot 39 Molepolole in the Bakwena Tribal Territory which is classified as investment property in note 5 and valued at P140 million (2023: P133 million).				
The loan is repayable in monthly instalments, currently amounting to P343,924 per month until August 2024 and incurs interest at 1.5% below prime lending rate, 4.76% at year end (July 2023: 5.26%). The capital portion repayable over the next 12 months has been reflected as a current liability.				
The Group is exposed to floating interest rates on this liability.				
The interest on this facility for the next 12 months at the current rate amounts to	1	133	1	133
A 1% increase in the prime lending rate would have the impact of increasing this by	-	26	-	26
Movement in borrowings:				
Balance at the beginning of the year	4 342	8 139	4 342	8 139
Repayment of borrowings	(3 999)	(3 797)	(3 999)	(3 797)
<b>Balance at the end of the year</b>	<b>343</b>	<b>4 342</b>	<b>343</b>	<b>4 342</b>
The Group has no other debt facilities in place at this time.				
The Company's borrowing capacity is limited to 70% of the value of the assets of the Company or such other sum as the Company may, by ordinary resolution, in general meeting determine. Directors are authorised to secure the repayment of or raise any such sum by mortgage or charge upon the whole or any part of the property and assets of the Company.				
<b>14 DEFERRED TAX LIABILITY</b>				
Fair value gains on investment property (after indexed cost adjustment)	69 465	77 316	69 465	77 316
Building allowances claimed	26 014	25 993	22 492	22 492
Rent straight line adjustment	6 300	7 090	6 065	6 943
Share of associate's profit	6 397	6 263	-	-
Prepaid expenses/ income received in advance	(436)	(414)	(249)	(262)
Impairment of receivables	(187)	(243)	-	-
Tax loss	(60)	(410)	(60)	(410)
<b>Total deferred tax liability</b>	<b>107 493</b>	<b>115 595</b>	<b>97 713</b>	<b>106 079</b>

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>14 DEFERRED TAX LIABILITY</b> (continued)				
And the movement for the year comprises:				
Opening balances	<b>115 595</b>	109 777	<b>106 079</b>	100 839
Current year charge	<b>(8 109)</b>	5 899	<b>(8 366)</b>	5 240
Effect of translation to presentation currency	<b>7</b>	(81)	-	-
<b>Balance at end of year</b>	<b>107 493</b>	115 595	<b>97 713</b>	106 079
<p>The Company and Group have estimated tax losses carried forward of P0.3 million (2023: P1.9 million), which has been utilised to reduce the deferred tax liability.</p>				
<b>15 TRADE AND OTHER PAYABLES</b>				
Related party payable	<b>1 513</b>	1 511	-	-
Lease liability	<b>3 208</b>	3 060	<b>3 208</b>	3 060
Tenant deposits	<b>10 627</b>	8 414	<b>10 156</b>	7 999
Trade payables	<b>1 210</b>	774	<b>903</b>	668
Rent received in advance	<b>3 721</b>	2 681	<b>3 609</b>	2 619
Accruals	<b>7 557</b>	8 970	<b>7 323</b>	8 749
VAT	<b>2 548</b>	2 513	<b>2 344</b>	2 279
	<b>30 384</b>	27 923	<b>27 543</b>	25 374
<b>16 REVENUE</b>				
Contractual rental	<b>227 750</b>	223 954	<b>218 294</b>	214 159
Rent straight line adjustment	<b>(3 553)</b>	1 340	<b>(3 820)</b>	1 314
Rental income	<b>224 197</b>	225 294	<b>214 474</b>	215 473
Operating cost recoveries	<b>15 399</b>	14 348	<b>15 297</b>	14 222
	<b>239 596</b>	239 642	<b>229 771</b>	229 695
<p>The Investment properties are leased to tenants under operating leases with rentals payable monthly. These rentals are recognised in income on a straight line basis over the lease term.</p> <p>The undiscounted future minimum contractual rentals receivable under non-cancellable operating leases are as follows:</p>				
Within 1 year	<b>203 309</b>	192 374	<b>193 888</b>	184 466
Between 1 and 2 years	<b>168 542</b>	143 815	<b>161 813</b>	137 339
Between 2 and 3 years	<b>113 897</b>	107 762	<b>110 819</b>	103 967
Between 3 and 4 years	<b>67 233</b>	62 134	<b>64 631</b>	60 819
Between 4 and 5 years	<b>31 134</b>	28 969	<b>29 734</b>	27 679
Later than 5 years	<b>652</b>	1 555	<b>609</b>	1 555

Of this P28.5 million for Group and P27.7 million for Company (2023: P32.0 million for Group and P31.6 million for Company) has been recognised as a receivable in view of the adjustment to straight line rentals over the lease period.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>17 OTHER INCOME</b>				
Dividends from subsidiary company	-	-	6 084	6 376
Promotion and advertising income	1 025	1 242	1 025	1 242
Tenant contribution to marketing	433	462	433	462
Interest on tenant arrears	2 097	2 240	2 034	2 138
Sundry income	511	309	831	597
	<b>4 066</b>	<b>4 253</b>	<b>10 407</b>	<b>10 815</b>
<b>18 PROPERTY COSTS</b>				
Recoverable costs:				
Cleaning & refuse	(4 691)	(4 386)	(4 585)	(4 287)
Rates	(1 272)	(1 260)	(1 070)	(1 050)
Security	(3 729)	(2 896)	(3 729)	(2 896)
Utilities	(6 481)	(7 748)	(6 444)	(7 672)
Recoverable expenses	<b>(16 173)</b>	<b>(16 290)</b>	<b>(15 828)</b>	<b>(15 905)</b>
Other property costs:				
Impairment/(Impairment reversal) of trade receivables	20	(3 633)	12	(3 411)
Insurance	(968)	(959)	(830)	(830)
Leasing fees	(2 816)	(2 726)	(2 816)	(2 726)
Property management fee	(11 982)	(11 446)	(11 982)	(11 446)
Repairs and maintenance	(2 915)	(3 290)	(2 823)	(3 225)
Right of use asset amortisation	(104)	(104)	(104)	(104)
Tenant installations	(928)	-	(928)	-
Variable lease payments	(1 049)	(1 051)	(1 049)	(1 051)
Other property expenses	(1 312)	(1 357)	(1 312)	(1 340)
<b>Total property costs</b>	<b>(38 227)</b>	<b>(40 856)</b>	<b>(37 660)</b>	<b>(40 038)</b>
<b>19 OTHER EXPENSES</b>				
Asset management fee	(11 579)	(10 714)	(11 579)	(10 714)
Fees paid to the auditors	(628)	(698)	(565)	(638)
- Current year	(607)	(578)	(544)	(518)
- Prior year	-	(25)	-	(25)
- Other services and disbursements	(21)	(95)	(21)	(95)
Directors' fees	(375)	(350)	(375)	(350)
Exchange loss	(159)	(604)	(142)	(567)
Professional and consultancy fees	(676)	(297)	(624)	(242)
Other portfolio expenses	(1 410)	(1 743)	(1 391)	(1 719)
	<b>(14 827)</b>	<b>(14 406)</b>	<b>(14 676)</b>	<b>(14 230)</b>
<b>20 FINANCE INCOME</b>				
Banks and money market investments	4 254	3 472	4 032	3 275
Related party	119	385	119	385
	<b>4 373</b>	<b>3 857</b>	<b>4 151</b>	<b>3 660</b>
<b>21 FINANCE EXPENSE</b>				
Bank borrowings	(129)	(335)	(129)	(335)
Lease liabilities	(229)	(218)	(229)	(218)
Other	(2)	-	-	-
	<b>(360)</b>	<b>(553)</b>	<b>(358)</b>	<b>(553)</b>
<b>22 TAXATION</b>				
Botswana current taxation				
Current year	(608)	(638)	(608)	(638)
Namibian current taxation				
Current year	(2 684)	(2 891)	-	-
Total current taxation	<b>(3 292)</b>	<b>(3 529)</b>	<b>(608)</b>	<b>(638)</b>



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>22 TAXATION</b> (continued)				
Botswana deferred taxation				
Current year	8 233	(5 921)	8 366	(5 240)
Namibia deferred taxation				
Current year	(124)	23	-	-
Total deferred taxation	8 109	(5 898)	8 366	(5 240)
Total taxation	4 817	(9 427)	7 758	(5 878)
Attributable to:				
Distributable income	(3 292)	(3 491)	(608)	(638)
Fair value adjustments	7 851	(4 465)	7 851	(4 465)
Fair value	(1 553)	(7 834)	(1 553)	(7 834)
Indexation	9 404	3 369	9 404	3 369
Share of associates profit	(134)	(681)	-	-
Rental straight line adjustments	755	(303)	878	(288)
IFRS 16 adjustment	(13)	(13)	(13)	(13)
Other tax charges	(350)	(474)	(350)	(474)
	4 817	(9 427)	7 758	(5 878)

	Group		Company	
	2024	2023	2024	2023
Reconciliation of the effective and statutory tax rate:				
Effective tax rate	(2.4%)	4.0%	(4.0%)	2.6%
Adjusted for:				
Fair value and other adjustments - net difference	4.4%	1.5%	4.4%	1.4%
Interest on debentures allowed for tax purposes	20.7%	16.8%	21.2%	17.7%
Share of Associate's profit	0.1%	0.4%	-	-
Dividend income	-	-	0.7%	0.6%
Tax on dividends	(0.3%)	(0.3%)	(0.3%)	(0.3%)
Effect of difference in country tax rates	(0.5%)	(0.4%)	-	-
<b>Statutory tax rate in Botswana</b>	<b>22.0%</b>	<b>22.0%</b>	<b>22.0%</b>	<b>22.0%</b>

## 23 BASIC AND DILUTED EARNINGS AND HEADLINE EARNINGS PER UNIT ATTRIBUTABLE TO LINKED UNITHOLDERS

The earnings and headline earnings per linked unit is calculated by dividing the net profit by the weighted number of linked units in issue during the year.

Profit for the year attributable to linked unitholders (P'000)	204 669	226 020	202 259	218 215
Weighted average number of linked units	604 397 124	604 397 124	604 397 124	604 397 124
Earnings per linked unit in thebe	33.86	37.40	33.46	36.10

There are no dilutive linked units and the diluted headline earnings per linked unit is therefore the same as the earnings per linked unit.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 26 RELATED PARTY TRANSACTIONS (continued)

New African Properties (Namibia) (Proprietary) Limited 'NAP Namibia'  
Directors  
Linked unitholders

NAP subsidiary  
Company officers  
Linked unitholders

		Group		Company		
		2024	2023	2024	2023	
		P'000	P'000	P'000	P'000	
	Terms	Notes				
<b>Nature of transaction and party</b>						
Rental (contractual)			<b>38 139</b>	36 444	<b>34 346</b>	32 855
Afritec	Lease		<b>1 046</b>	975	<b>1 046</b>	975
Furnmart	Lease		<b>34 023</b>	32 240	<b>30 230</b>	28 651
Hunters Africa	Lease		-	241	-	241
Mynco	Cession		<b>3 070</b>	2 988	<b>3 070</b>	2 988
Operating cost recoveries			<b>993</b>	703	<b>932</b>	635
Afritec	Lease		<b>54</b>	49	<b>54</b>	49
Furnmart	Lease		<b>939</b>	649	<b>878</b>	581
Hunters Africa	Lease		-	5	-	5
Other income - shared service recovery NAP (Namibia)	Board approved		-	-	<b>320</b>	295
Interest received CBH	Linked to prime		<b>119</b>	385	<b>119</b>	385
Asset management fee Nafprop	Contract		<b>(11 579)</b>	(10 714)	<b>(11 579)</b>	(10 714)
Property management fee Nafprop	Contract		<b>(11 982)</b>	(11 446)	<b>(11 982)</b>	(11 446)
Leasing fees Nafprop	Contract		<b>(2 816)</b>	(2 726)	<b>(2 816)</b>	(2 726)
Directors' fees to independent directors JP McLoughlin	Board approved		<b>(375)</b>	(350)	<b>(375)</b>	(350)
S Venkatakrishnan			<b>(230)</b>	(214)	<b>(230)</b>	(214)
			<b>(145)</b>	(136)	<b>(145)</b>	(136)
Distributions - Linked unitholders	Board approved		<b>(195 100)</b>	(187 423)	<b>(195 100)</b>	(187 423)
Dividends received NAP (Namibia)	Board approved		-	-	<b>6 084</b>	6 376
And the following balances exist at the balance sheet date:						
<b>Nature of transaction and party</b>						
Financial asset receivable - Mynco		8	<b>19 367</b>	24 497	<b>19 367</b>	24 497
Related party receivables CBH		10	<b>1 070</b>	13 593	<b>1 070</b>	13 593

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

	Notes	Group		Company	
		2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>26 RELATED PARTY TRANSACTIONS</b> (continued)					
<b>Nature of transaction and party</b> (continued)					
Related party trade and other receivables		-	3 455	<b>320</b>	3 448
Furnmart		-	3 449	-	3 147
Afritec		-	6	-	6
NAP (Namibia)		-	-	<b>320</b>	295
Dividends receivable					
NAP (Namibia)	10	-	-	<b>2 989</b>	3 181
Related party payable					
CBH	15	<b>(1 513)</b>	(1 511)	-	-
Distribution payable - Linked unitholders	24	<b>100 511</b>	96 749	<b>100 511</b>	96 749

## 27 CONTINGENCIES AND COMMITMENTS

There are no material contingent liabilities or commitments at the date of the statement of financial position.

## 28 SEGMENT RESULTS

The portfolio comprises 67 properties, predominantly retail and Botswana based, with a small exposure to Namibian retail (3%) and Botswana industrial (1%). Certain Botswana retail properties have a small office component but properties are categorised based on primary use.

No segmental results are reflected as the Group's business activities are concentrated on one segment, namely retail property primarily situated in Botswana, and the Board considers results on an aggregate basis. The Management report elsewhere in this document reflects the geographic and sectoral allocation of the portfolio which supports the immaterial nature of the other segments.

## 29 FINANCIAL RISK MANAGEMENT FINANCIAL INSTRUMENTS AND FAIR VALUE HIERARCHY

In the normal course of operations the Group is exposed to strategic and business risk financial risk, regulatory and compliance risk. This note deals with the major elements of financial risk which arise from financial instruments to which the Group is exposed during or at the end of the financial reporting period. Financial risk comprises market risk (incorporating interest, currency and other price risk), credit risk and liquidity risk. The primary objective of risk management is to gain an understanding of the risk the Group is exposed to, establish acceptable tolerance levels and manage the risks to ensure they stay within the tolerable levels.

### 29.1 Financial Risks

#### 29.1.1 Market risk

This is the risk that the fair value or future cash flows will fluctuate because of changes in market prices. The Group's market risk on financial instruments arises primarily from interest bearing assets and liabilities and foreign exchange movements with respect to the Namibian subsidiary company.

All sensitivities in these financial statements are based on the change of one factor with all others remaining constant, which is unlikely to occur in practice.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

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## 29 FINANCIAL RISK MANAGEMENT FINANCIAL INSTRUMENTS AND FAIR VALUE HIERARCHY (continued)

### 29.1 Financials Risks (continued)

#### 29.1.1 Market risk (continued)

##### 29.1.1.1 Interest rate

In view of the Group's limited interest-bearing assets and liabilities, the operating cash flows are substantially independent of changes in market interest rates.

The Board considers that the current debt level is sufficiently low to allow all debt to be at floating rates and that this would be reconsidered when the external borrowings exceed 10% of the value of investment property. The impact on Group and Company of a 1% increase in the interest rate applicable to external borrowings for the next 12 months is negligible (2023: negligible).

Assets on which interest is earned include trade receivables, the related party receivable, deposits in money market funds and cash and cash equivalents. The balances on each of these at the year end and the impact of a 1% change in interest rate on these balances is set out below:

	Impact of 1% change							
	Group		Company		Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000	2024 P'000	2023 P'000	2024 P'000	2023 P'000
Trade receivable	20 317	30 353	19 354	29 274	203	304	194	293
Related party receivable	1 070	13 593	1 070	13 593	11	136	11	136
Deposits in money market funds	70 362	46 247	70 362	46 247	704	462	704	462
Cash and cash equivalents	8 219	18 185	2 999	12 729	82	182	30	127

The Group has no exposure to fixed rate financial instruments (2023: no exposure) and therefore has no exposure to fair value interest rate risk (2023: no exposure).

##### 29.1.1.2 Foreign exchange risk

The Group owns a Namibian subsidiary company, which holds investment property in Namibia, and the Group is accordingly exposed to foreign exchange translation risk in respect of assets and liabilities that are not in the Group's functional currency which is the Botswana Pula. The relevant exchange rate is the South African Rand and Botswana Pula rate in view of the Namibian Dollar being linked to the Rand. In view of the size of these assets relative to the overall portfolio the Board does not consider it necessary to enter into foreign exchange hedges. The Group is not exposed to fair value risk arising from foreign exchange.

The net assets subject to foreign exchange translation risk, converted at a rate of 1.3469 (2023: 1.3485) Rand to the Pula, at the reporting date comprise:

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

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	Group		Company		Impact of a 10% increase			
					Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000	2024 P'000	2023 P'000	2024 P'000	2023 P'000
<b>29.1 Financials Risks</b> (continued)								
<b>29.1.1 Market risk</b> (continued)								
<i>29.1.1.2 Foreign exchange risk</i> (continued)								
Investment property	45 137	44 062	-	-	(4 103)	(4 006)	-	-
Cash and cash equivalents	5 220	5 456	-	-	(475)	(496)	-	-
All other receivables	948	560	-	-	(86)	(51)	-	-
Trade and other payables	(5 837)	(5 946)	-	-	531	541	-	-
Deferred taxation	(3 383)	(3 252)	-	-	307	296	-	-
	<b>42 085</b>	<b>40 880</b>	-	-	<b>(3 826)</b>	<b>(3 716)</b>	-	-
Reconciled to Investment in subsidiary:								
Net assets per above			42 085	40 880				
Less: post acquisition reserves			(19 094)	(17 905)				
Add: cumulative foreign exchange translation difference			13 659	13 675				
Carrying value of investment			<b>36 650</b>	<b>36 650</b>				

### 29.1.1.3 Price risk

The Group's exposure to price risk is primarily related to non-financial assets, namely its investment in investment property. Refer to note 5 in this regard.

### 29.1.2 Credit risk

Credit risk is the risk that a counterparty may cause financial loss to the Group by failing to discharge an obligation. The Group's financial assets that are subject to credit risk are primarily cash and cash equivalents and trade and other receivables. The Group's maximum exposure to credit risk at the year end was:

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
Financial asset receivable	19 367	24 497	19 367	24 497
Trade and other receivables	6 598	17 808	9 372	20 891
Deposits in money market funds	70 362	46 247	70 362	46 247
Cash and cash equivalents	8 219	18 185	2 999	12 729
	<b>104 546</b>	<b>106 737</b>	<b>102 100</b>	<b>104 364</b>
Trade and other receivables includes primarily the related party receivable and comprises:				
Related party receivable	1 070	13 593	1 070	13 593
Dividends receivable	-	-	2 989	3 181
Trade receivables net of impairment	5 027	3 714	4 842	3 646
Other receivables	501	501	471	471
	<b>6 598</b>	<b>17 808</b>	<b>9 372</b>	<b>20 891</b>

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 29.1 Financial Risks (continued)

### 29.1.2 Credit risk (continued)

The financial asset receivable is carried at fair value based on a discounted cash flow projection. Actual amounts receivable every 6 months are based on rentals actually collected by the counterparty during the period. Thereafter the 6 monthly payment to NAP is receivable from Mynco Proprietary Limited, with no default to date and no indicators of any change in circumstances. The asset is carried at fair value and therefore the risk for NAP is more of a fair value risk than a credit risk and this is dealt with in note 29.4.

The Cash Bazaar Holdings Proprietary Limited related party receivable is payable on 3 months' notice and is secured by NAP linked units based on a 1.33 times cover (2023: 1.33 times cover). The Group also has the right to offset amounts due to the related party against the loan and the debtor has provided certain warranties to the Group.

Credit risk with respect to trade receivables is minimised by the diverse tenant base. Credit checks are performed prior to concluding leases and arrear rentals are actively managed. In addition, deposits of P10.6 million for Group and P10.2 million for Company (2023: P8.4 million for Group and P8.0 million for Company) are held and may be withheld by the Group if receivables due from the tenant are not settled.

A detailed analysis of these receivables is set out in note 10.

Credit risk attached to the Group's cash and cash equivalents and deposits in money market funds is minimised by only investing cash resources with reputable financial institutions, but they are not externally rated. The balances at the various institutions are detailed in note 11. The banks in Botswana and Namibia are not typically rated but the Group only invests with well established financial institutions with a solid track record, many of which are subsidiaries of South African rated banks.

The deposits in the money market fund being the Vunani Money Market Fund and the Kgori Capital Enhanced Cash Fund, are similarly not rated, but governed and regulated by the Non-Bank Financial Institutions Regulatory Authority and the Collective Investments Undertaking Act.

### 29.1.3 Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its obligations as they become due in the ordinary course of business at a reasonable cost. The Group's liquidity risk is managed by the Group's asset managers on a daily basis with formal cash flow reporting to the Board at each meeting.

The maturity profile of financial instruments is set out in the table below based on the earliest likely settlement:

	Less than 3 months P'000	Between 3 months and 1 year P'000	Between 1 and 5 years P'000	After 5 years P'000	Total P'000
<b>Group 2024</b>					
<b>Assets</b>					
Financial asset receivable <sup>1</sup>	685	1 992	12 301	34 489	49 467
Trade and other receivables <sup>2</sup>	6 598	-	-	-	6 598
Deposits in money market funds	70 362	-	-	-	70 362
Cash and cash equivalents	8 219	-	-	-	8 219
<b>Total assets</b>	<b>85 864</b>	<b>1 992</b>	<b>12 301</b>	<b>34 489</b>	<b>134 646</b>
<b>Liabilities</b>					
Borrowings <sup>3</sup>	343	-	-	-	343
Interest on borrowings <sup>3</sup>	1	-	-	-	1
Trade and other payables <sup>2</sup>	20 907	83	358	11 258	32 606
Distributions payable	100 511	-	-	-	100 511
<b>Total liabilities</b>	<b>121 762</b>	<b>83</b>	<b>358</b>	<b>11 258</b>	<b>133 461</b>



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 29.1 Financial Risks (continued)

### 29.1.3 Liquidity risk (continued)

	Less than 3 months P'000	Between 3 months and 1 year P'000	Between 1 and 5 years P'000	After 5 years P'000	Total P'000
<b>Group (continued)</b>					
<b>2023</b>					
<b>Assets</b>					
Financial asset receivable <sup>1</sup>	768	2 370	14 713	49 475	67 326
Trade and other receivables <sup>2</sup>	17 808	-	-	-	17 808
Deposits in money market funds	46 247	-	-	-	46 247
Cash and cash equivalents	18 185	-	-	-	18 185
<b>Total assets</b>	<b>83 008</b>	<b>2 370</b>	<b>14 713</b>	<b>49 475</b>	<b>149 566</b>
<b>Liabilities</b>					
Borrowings <sup>3</sup>	980	3 019	343	-	4 342
Interest on borrowings <sup>3</sup>	53	80	2	-	135
Trade and other payables <sup>2</sup>	19 669	1 788	348	11 352	33 157
Distributions payable	96 749	-	-	-	96 749
<b>Total liabilities</b>	<b>117 451</b>	<b>4 887</b>	<b>693</b>	<b>11 352</b>	<b>134 383</b>
<b>Company</b>					
<b>2024</b>					
<b>Assets</b>					
Financial asset receivable <sup>1</sup>	685	1 992	12 301	34 489	49 467
Trade and other receivables <sup>2</sup>	9 372	-	-	-	9 372
Deposits in money market funds	70 362	-	-	-	70 362
Cash and cash equivalents	2 999	-	-	-	2 999
<b>Total assets</b>	<b>83 418</b>	<b>1 992</b>	<b>12 301</b>	<b>34 489</b>	<b>132 200</b>
<b>Liabilities</b>					
Borrowings <sup>3</sup>	343	-	-	-	343
Interest on borrowings <sup>3</sup>	1	-	-	-	1
Trade and other payables <sup>2</sup>	18 382	83	358	11 258	30 081
Distributions payable	100 511	-	-	-	100 511
<b>Total liabilities</b>	<b>119 237</b>	<b>83</b>	<b>358</b>	<b>11 258</b>	<b>130 936</b>
<b>2023</b>					
<b>Assets</b>					
Financial asset receivable <sup>1</sup>	768	2 370	14 713	49 475	67 326
Trade and other receivables <sup>2</sup>	20 891	-	-	-	20 891
Deposits in money market funds	46 247	-	-	-	46 247
Cash and cash equivalents	12 729	-	-	-	12 729
<b>Total assets</b>	<b>80 635</b>	<b>2 370</b>	<b>14 713</b>	<b>49 475</b>	<b>147 193</b>
<b>Liabilities</b>					
Borrowings <sup>3</sup>	980	3 019	343	-	4 342
Interest on borrowings <sup>3</sup>	53	80	2	-	135
Trade and other payables <sup>2</sup>	17 416	1 788	348	11 352	30 904
Distributions payable	96 749	-	-	-	96 749
<b>Total liabilities</b>	<b>115 198</b>	<b>4 877</b>	<b>693</b>	<b>11 352</b>	<b>132 130</b>

<sup>1</sup> based on expected cash flows and not carrying value

<sup>2</sup> excludes prepayments and income received in advance which will not impact future cash flows and non-financial instruments, but includes interest

<sup>3</sup> based on expected cash flows which are split between capital and interest

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 29.2 Capital risk management

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for linked unitholders and benefits for other stakeholders while maintaining an optimal capital structure which reduces the cost of capital.

The capital structure of the Group comprises linked units, being an ordinary share linked to a debenture, external long term borrowings, the related party receivable and cash and cash equivalents as set out in notes 12, 13, 10, and 11 respectively.

The company is a variable rate loan stock company and as such its distributions are governed by the Trust Deed, details of which are set out in note 12. Loan stock companies are typically funded through a combination of linked units and long term debt.

The Group has a business planning cycle that runs on an annual basis with updates as appropriate. The planning process identifies the funding opportunities available to the Group and the expected cost of each as part of this process. Any specific transaction is also considered together with the relative funding considerations. The Group monitors capital on the basis of the gearing ratio, both in absolute terms and based on net debt, at a Group level. This ratio is calculated as the debt or net debt over the total investment property value. Net debt is calculated as total borrowings less cash and cash equivalents, the related party receivable as well as liquid deposits in money market funds while the total property value is the investment property at fair value plus any assets designated as Property, Plant & Equipment or Held for sale.

The Group's borrowings are currently low and the Board anticipates increasing this when suitable investment opportunities arise.

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2024 P'000
The gearing ratios as at the year end were as follows:				
Net debt	-	-		
Borrowings	343	4 342		
Cash and cash equivalents	(8 219)	(18 185)		
Deposit in money market funds	(70 362)	(46 247)		
Related party receivable	(1 070)	(13 593)		
Investment property at fair value	1 586 981	1 582 569		
Gearing ratios:				
Debt to property value	0.0%	0.3%		
Net debt to property value	n/a	n/a		
The company's borrowing capacity is limited to 70% of the value of the assets of the Company, or such other sum as the Company may by ordinary resolution in general meeting determine, in terms of its Constitution.				
At the year end the gearing ratio on this basis was:				
Borrowings	343	4 342	343	4 342
Total assets	1 769 627	1 766 155	1 693 937	1 693 231
Gearing ratio	0.0%	0.2%	0.0%	0.3%

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

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## 29.3 Categories of financial instruments

The financial instruments are categorised and reconciled to the statement of financial position as follows:

	Financial assets at fair value through profit & loss P'000	Financial assets at amortised cost P'000	Financial liabilities at amortised cost P'000	Non- financial assets & liabilities P'000	Total per statement of financial position P'000
<b>Group</b>					
<b>2024</b>					
<b>Assets</b>					
Investment in property	-	-	-	1 559 695	1 559 695
Investment in associate	-	-	-	68 916	68 916
Financial asset receivable	19 367	-	-	-	19 367
Intangible asset	-	-	-	1 621	1 621
Rent straight line adjustment	-	-	-	28 469	28 469
Trade and other receivables	-	6 598	-	4 123	10 721
Tax receivable	-	-	-	2 257	2 257
Deposits in money market funds	-	70 362	-	-	70 362
Cash and cash equivalents	-	8 219	-	-	8 219
<b>Total assets</b>	<b>19 367</b>	<b>85 179</b>	<b>-</b>	<b>1 665 081</b>	<b>1 769 627</b>
<b>Liabilities</b>					
Borrowings	-	-	343	-	343
Deferred tax liability	-	-	-	107 493	107 493
Trade and other payables	-	-	20 907	9 477	30 384
Distributions payable	-	-	100 511	-	100 511
Tax payable	-	-	-	299	299
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>121 761</b>	<b>117 269</b>	<b>239 030</b>
<b>2023</b>					
<b>Assets</b>					
Investment in property	-	-	-	1 551 482	1 551 482
Investment in associate	-	-	-	67 578	67 578
Financial asset receivable	24 497	-	-	-	24 497
Intangible asset	-	-	-	2 502	2 502
Rent straight line adjustment	-	-	-	32 018	32 018
Trade and other receivables	-	17 808	-	3 988	21 796
Tax receivable	-	-	-	1 850	1 850
Deposits in money market funds	-	46 247	-	-	46 247
Cash and cash equivalents	-	18 185	-	-	18 185
<b>Total assets</b>	<b>24 497</b>	<b>82 240</b>	<b>-</b>	<b>1 659 418</b>	<b>1 766 155</b>
<b>Liabilities</b>					
Borrowings	-	-	4 342	-	4 342
Deferred tax liability	-	-	-	115 595	115 595
Trade and other payables	-	-	19 669	8 254	27 923
Distributions payable	-	-	96 749	-	96 749
Tax payable	-	-	-	534	534
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>120 760</b>	<b>124 383</b>	<b>245 143</b>

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

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## 29.3 Categories of financial instruments (continued)

	Financial assets at fair value through profit & loss P'000	Financial assets at amortised cost P'000	Financial liabilities at amortised cost P'000	Non- financial assets & liabilities P'000	Total per statement of financial position P'000
<b>Company</b>					
<b>2024</b>					
<b>Assets</b>					
Investment in property	-	-	-	1 514 558	1 514 558
Investment in subsidiary	-	-	-	36 650	36 650
Investment in associate	-	-	-	4 951	4 951
Financial asset receivable	19 367	-	-	-	19 367
Intangible asset	-	-	-	1 621	1 621
Rent straight line adjustment	-	-	-	27 736	27 736
Trade and other receivables	-	9 372	-	4 123	13 495
Tax receivable	-	-	-	2 198	2 198
Deposits in money market funds	-	70 362	-	-	70 362
Cash and cash equivalents	-	2 999	-	-	2 999
<b>Total assets</b>	<b>19 367</b>	<b>82 733</b>	<b>-</b>	<b>1 591 837</b>	<b>1 693 937</b>
<b>Liabilities</b>					
Borrowings	-	-	343	-	343
Deferred tax liability	-	-	-	97 713	97 713
Trade and other payables	-	-	18 382	9 161	27 543
Distributions payable	-	-	100 511	-	100 511
Tax payable	-	-	-	299	299
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>119 236</b>	<b>107 173</b>	<b>226 409</b>
<b>2023</b>					
<b>Assets</b>					
Investment in property	-	-	-	1 507 420	1 507 420
Investment in subsidiary	-	-	-	36 650	36 650
Investment in associate	-	-	-	4 951	4 951
Financial asset receivable	24 497	-	-	-	24 497
Intangible asset	-	-	-	2 502	2 502
Rent straight line adjustment	-	-	-	31 556	31 556
Trade and other receivables	-	20 891	-	3 988	24 879
Tax receivable	-	-	-	1 800	1 800
Deposits in money market funds	-	46 247	-	-	46 247
Cash and cash equivalents	-	12 729	-	-	12 729
<b>Total assets</b>	<b>24 497</b>	<b>79 867</b>	<b>-</b>	<b>1 588 867</b>	<b>1 693 231</b>
<b>Liabilities</b>					
Borrowings	-	-	4 342	-	4 342
Deferred tax liability	-	-	-	106 079	106 079
Trade and other payables	-	-	17 416	7 958	25 374
Distributions payable	-	-	96 749	-	96 749
Tax payable	-	-	-	318	318
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>118 507</b>	<b>114 355</b>	<b>232 862</b>

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

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## 29.4 Financial instruments - fair value hierarchy

This analysis categorises the financial instruments carried at fair value through profit and loss into different levels based on the level of subjectivity applied in determining the inputs used in the determination of fair value. This assessment is determined based on the lowest level of input that is significant to the fair value measurement in its entirety. Assessing the significance of a particular input into the fair value measurement in its entirety requires judgment, considering the factors specific to the asset or liability. If a fair value uses observable inputs that require significant adjustment based on unobservable inputs or any other significant unobservable inputs, that measurement is a Level 3 measurement.

The fair value hierarchy is measured as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: inputs other than quoted prices included in level 1 that are observable for the asset or liability either directly or indirectly.

Level 3: inputs for the asset or liability that are not based on observable market data that is unobservable inputs.

The Group's financial assets and liabilities carried at fair value as at the year end were classified as follows:

	Group			Company		
	Level 1 P'000	Level 2 P'000	Level 3 P'000	Level 1 P'000	Level 2 P'000	Level 3 P'000
<b>2024</b>						
Financial asset receivable	-	-	19 367	-	-	19 367
<b>2023</b>						
Financial asset receivable	-	-	24 497	-	-	24 497

There have been no transfers between any of the hierarchy levels during the year (2023: Nil).

No financial assets carried at fair value are classified as level 1 or level 2.

Level 3 financial assets comprise the receivable more fully described in note 8. The significant inputs used in determining this value are set out in note 4.

Movements in level 3 financial instruments carried at fair value comprise:

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
Opening balance	24 497	24 726	24 497	24 726
Fair value adjustment recognised in profit and loss	(5 130)	(229)	(5 130)	(229)
<b>Closing balance</b>	<b>19 367</b>	24 497	<b>19 367</b>	24 497

## 29.5 Non-financial instruments - fair value hierarchy

This analysis categorises the non-financial instruments carried at fair value into different levels based on the level of subjectivity applied in determining the inputs used in the determination of fair value. This assessment is determined based on the lowest level of input that is significant to the fair value measurement in its entirety. Assessing the significance of a particular input into the fair value measurement in its entirety requires judgment, considering the factors specific to the asset or liability. If a fair value uses observable inputs that require significant adjustment based on unobservable inputs or any other significant unobservable inputs that measurement is a Level 3 measurement.

# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)

31 July 2024

## 29.5 Non-financial instruments - fair value hierarchy (continued)

The fair value hierarchy is measured as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: inputs other than quoted prices included in level 1 that are observable for the asset or liability either directly or indirectly.

Level 3: inputs for the asset or liability that are not based on observable market data that is unobservable inputs.

The Group's non-financial assets and liabilities carried at fair value as at the year end were classified as follows:

	Group			Company		
	Level 1 P'000	Level 2 P'000	Level 3 P'000	Level 1 P'000	Level 2 P'000	Level 3 P'000
<b>2024</b>						
Investment property	-	-	1 559 695	-	-	1 514 558
<b>2023</b>						
Investment property	-	-	1 551 482	-	-	1 507 420

There have been no transfers between any of the hierarchy levels during the year (2023: Nil).

No non-financial assets carried at fair value are classified as level 1 or 2.

Level 3 non-financial assets comprise the investment property portfolio more fully described in note 5. The significant inputs used in determining this value are set out in that note and note 4.

Movements in level 3 non-financial instruments carried at fair value comprise:

	Group		Company	
	2024 P'000	2023 P'000	2024 P'000	2023 P'000
Opening balance	1 551 482	1 514 711	1 507 420	1 471 566
Fair value adjustment recognised in profit and loss	9 904	37 808	8 877	35 854
Capital expenditure movement	(1 739)	-	(1 739)	-
Foreign currency gains reflected under other comprehensive income	48	(1 037)	-	-
<b>Closing balance</b>	<b>1 559 695</b>	<b>1 551 482</b>	<b>1 514 558</b>	<b>1 507 420</b>

In addition to the investment property disclosed as such in these financial statements, the Group equity accounts for its associate which owns an investment property accounted for at fair value. This property asset is also classified as a level 3 hierarchy and is valued based on a 14.00% (2023: 14.65%) discount rate.

The value of the investment in the associate is based on the Group's share of the net asset value of the company comprising investment property with a value of P404 million (2023: P397 million) less deferred taxation of P89 million (2023: P87 million). The movement in this net asset value comprises both profit and total comprehensive income of the associate for the year and has been equity accounted.

# TERMS AND DEFINITIONS

## **AGM**

Annual General Meeting of Linked Unitholders.

## **Amalgamations, acquisitions, assignment, purchase and receivable**

The method of acquisition of the portfolio and related assets on listing which included the short and long form amalgamation of companies, acquisition of properties, purchase of shares, assignment of rights and obligations and cession of the right to receive the income, all with effect from the effective date of 1 August 2011, and subsequently the amalgamation of wholly owned subsidiary Riverwalk Proprietary Limited and NAP on 1 August 2012.

## **Bps**

Basis points expressed as a hundredth of a percentage.

## **BSE**

The Botswana Stock Exchange as established by the Botswana Stock Exchange Act Cap 56:08.

## **Capitalisation (cap) rates**

The rate at which the annual net income from an investment is capitalised to ascertain its capital value at a given date.

## **CAGR**

Compound annual growth rate is a useful measure of growth over multiple time periods. It can be thought of as the growth rate from the initial value to the ending / current value assuming that the investment has been compounding over the time period at a constant rate.

## **Capital return**

The movement in unit price as a percentage of the opening unit price.

## **CBH**

Cash Bazaar Holdings Proprietary Limited, a company registered in the Republic of Botswana.

## **Company, Holding Company or NAP**

New African Properties Limited.

## **CSDB**

Central Securities Depository Company of Botswana Limited.

## **Debentures**

Variable rate unsecured debentures in the debenture capital of the Company, each of which is indivisibly linked to an ordinary share, together making up a Linked Unit.

## **Discount / Premium to NAV**

The difference between the price at which units are trading on the BSE and the NAV, divided by the NAV.

## **Distributable income**

The sum of net rental income, portfolio expenses, net finance interest and taxes related to these items. It excludes items of a capital nature (being primarily fair value adjustments and gains / losses on disposal), other accounting entries such as rent straight line and lease accounting adjustments, and taxes on these excluded amounts.

## **Distribution**

Payments to linked unitholders twice per annum based on the distributable income and determined by the Board. These distributions comprise dividends on shares and interest on debentures. It is the income return on linked units.

## **Financial asset receivable**

The right to receive a portion of the income derived by Mynco Proprietary Limited, for a period of 25 years, by way of cession granted by Mynco Proprietary Limited to the Company.



## TERMS AND DEFINITIONS (continued)

### **Financial year**

The financial year ending 31 July annually.

### **Forward yield**

Expected income for the following 12 months divided by the current price / value, expressed as a percentage.

### **FVPL**

Fair value through profit and loss is a measurement category for financial assets in terms of IFRS. Assets categorised as FVPL are measured at fair value with movements in fair value being reflected in the Statement of Comprehensive Income and included in profit or loss but are excluded from distributable income.

### **FVOCI**

Fair value through Other Comprehensive Income a measurement category for financial assets in terms of IFRS. Assets categorised as FVOCI are measured at fair value with movements in fair value being reflected in the Statement of Comprehensive Income under other comprehensive income and are excluded from the determination of profit or loss and distributable income.

### **Group**

NAP and its subsidiary companies, currently New African Properties (Namibia) (Pty) Ltd.

### **GLA**

Gross Lettable Area.

### **Historic yield**

Distributions for the previous 12 months divided by the current trading price on any given day, expressed as a percentage.

### **IFRS**

International Financial Reporting Standards

### **Income / distribution yield**

Distributions for a 12 month period divided by the unit price at the start of the 12 month period, expressed as a percentage.

### **Interest cover**

The number of times that distributable earnings before interest paid, tax and distributions covers the interest expense.

### **Linked unit**

One Ordinary share indivisibly linked to one Debenture of the Company, being the equity structure of the Company.

### **Linked unitholders**

Holders, from time to time, of Linked Units.

### **m<sup>2</sup>**

A unit of measure the area of a square the sides of which measure exactly one metre.

### **Nafprop**

Nafprop Proprietary Limited a company registered in the Republic of Botswana, a subsidiary of CBH. NAP's asset and property manager.

### **Net asset value (NAV)**

The value of all assets less all liabilities, also equal to total unitholders' funds. Also expressed as NAV per linked unit by dividing NAV by the number of linked units.

### **N\$**

Namibian Dollars, the legal tender of Namibia.

## TERMS AND DEFINITIONS (continued)

### Ordinary share

Ordinary share of no par value in the stated capital of the Company which, together with one indivisibly linked Debenture make up a Linked Unit in the Company.

### PLS / VLS / VRLS

Property loan stock / variable rate loan stock company, being a company registered as such and having a linked unit equity structure and investing in immovable property.

### Property portfolio

The properties owned by the Company, either directly or indirectly through subsidiary companies.

### Pula or P

The legal tender of Botswana the reporting currency for the Group.

### Shares

Ordinary shares of no par value in the stated share capital of the Company each of which is indivisibly linked to one Debenture.

### Straight line adjustment

The accounting adjustment required to smooth escalating income streams from leases over the period of each lease. This adjustment is required in terms of IFRS and is included in profit but not in the calculation of distributable income which is based on the cash flows inherent in the leases.

### Tenant retention

The square metres (m<sup>2</sup>) renewed on expiry expressed as a percentage of the total m<sup>2</sup> that expired during the period.

### Thebe or t

The legal tender of Botswana, representing one hundredth of a Pula.

### Total return/s

The income distribution plus the movement in the linked unit price as a percentage of the opening unit price ignoring any reinvestment of income.

### tpu

Thebe per linked unit.

### Trust Deed

The trust deed relating to the Debentures entered into between the Company and J Y Stevens, as trustee for Linked Unitholders.

### Trustee

Party to the Debenture Trust Deed, and acts on behalf of debenture holders in terms of the Deed.

### Vacancy factor

Unoccupied space (excluding where vacant due to development) relative to total space, either calculated using GLA or rental income.

### WHT

Withholding tax, being a tax deducted at the source of an income stream for direct payment to the revenue authority.

# UNITHOLDER ANALYSIS

as at 31 July 2024

The following summarises the unitholders:

Category	Number of unitholders		Number of units held		% of units held	
	2024	2023	2024	2023	2024	2023
<b>Unitholders by size of holding:</b>						
1 - 500	658	664	156 067	158 367	-	-
500 - 1 000	100	104	79 088	82 428	-	-
1 001 - 5 000	198	192	477 823	475 577	0.1%	0.1%
5 001 - 10 000	44	43	309 453	299 796	0.1%	0.1%
10 001 - 100 000	85	87	2 676 067	2 417 417	0.4%	0.4%
Over 100 000	98	102	600 698 626	600 963 539	99.4%	99.4%
<b>Total</b>	<b>1 183</b>	<b>1 192</b>	<b>604 397 124</b>	<b>604 397 124</b>	<b>100.0%</b>	<b>100.0%</b>

<b>Unitholders by classification:</b>						
Body corporates / trusts	26	27	97 308 840	97 321 336	16.1%	16.1%
Insurance companies, pension / equity funds	90	90	478 466 465	478 339 535	79.2%	79.1%
Individuals	1 067	1 075	28 621 819	28 736 253	4.7%	4.8%
<b>Total</b>	<b>1 183</b>	<b>1 192</b>	<b>604 397 124</b>	<b>604 397 124</b>	<b>100.0%</b>	<b>100.0%</b>

Public	1 181	1 190	507 649 417	507 649 417	83.9%	83.9%
Non-public						
Directors' interests (including associates)*	2	2	96 747 707	96 747 707	16.1%	16.1%
<b>Total</b>	<b>1 183</b>	<b>1 192</b>	<b>604 397 124</b>	<b>604 397 124</b>	<b>100.0%</b>	<b>100.0%</b>

\* Some of these holdings are also non-public by virtue of the person holding 10% or more of the linked units

<b>Registered unitholders holding more than 5% at the respective year end:</b>						
Botswana Public Officers Pension Fund	1	1	119 051 194	119 032 618	19.7%	19.7%
Cash Bazaar Holdings Pty Ltd	1	1	96 271 242	96 271 242	15.9%	15.9%
FNB Botswana Nominees RE: BIFM - ACT MEM & DP EQ	1	1	89 071 792	70 732 763	14.7%	11.7%
Stanbic Nominees Botswana RE: DPF	1	1	87 456 295	87 456 295	14.5%	14.5%
Motor Vehicle Fund	1	1	34 768 853	34 768 853	5.8%	5.8%
<b>Total</b>	<b>5</b>	<b>5</b>	<b>426 619 376</b>	<b>408 261 771</b>	<b>70.6%</b>	<b>67.5%</b>

## UNITHOLDER ANALYSIS (continued)

as at 31 July 2024

### 2024

Month	Closing mkt cap Pm	High P	Low P	Closing P	Volume traded	Value traded P	Number of trades	Average trade value P
Aug-23	2 266	3.75	3.75	3.75	1 460 068	5 475 255	8	684 407
Sep-23	2 297	3.80	3.75	3.80	1 433 339	5 444 758	8	680 595
Oct-23	2 297	3.80	3.80	3.80	950 110	3 610 418	13	277 724
Nov-23	2 297	3.80	3.80	3.80	564 978	2 146 916	16	134 182
Dec-23	2 297	3.80	3.80	3.80	2 453 825	9 324 535	10	932 454
Jan-24	2 303	3.81	3.81	3.81	100 589	383 244	1	383 244
Feb-24	2 327	3.85	3.85	3.85	6 855	26 391	7	3 770
Mar-24	2 333	3.87	3.85	3.86	8 789 631	33 951 897	13	2 611 684
Apr-24	2 333	3.86	3.86	3.86	6 056	23 376	2	11 688
May-24	2 333	3.86	3.86	3.86	1 569 952	6 060 015	6	1 010 003
Jun-24	2 345	3.88	3.86	3.88	1 402 130	5 413 788	25	216 552
Jul-24	2 345	3.88	3.88	3.88	311 113	1 207 118	26	46 428
Annual	2 345	3.88	3.75	3.88	19 048 646	73 067 711	135	541 242

Number of units traded as a % of total units in issue 3.2%

### 2023

Month	Closing mkt cap Pm	High P	Low P	Closing P	Volume traded	Value traded P	Number of trades	Average trade value P
Aug-22	2 067	3.42	3.31	3.42	148 204	500 414	13	38 493
Sep-22	2 073	3.43	3.43	3.43	209 025	716 956	5	143 391
Oct-22	2 085	3.45	3.45	3.45	1 307 628	4 511 317	23	196 144
Nov-22	2 097	3.48	3.45	3.47	869 165	3 002 040	18	166 780
Dec-22	2 103	3.48	3.48	3.48	4 115 420	14 321 662	12	1 193 472
Jan-23	2 103	3.48	3.48	3.48	22 500	78 300	8	9 788
Feb-23	2 127	3.52	3.50	3.52	379 364	1 335 267	9	148 363
Mar-23	2 146	3.55	3.52	3.55	2 426 366	8 541 408	22	388 246
Apr-23	2 164	3.58	3.55	3.58	899 552	3 218 923	13	247 609
May-23	2 176	3.60	3.58	3.60	384 815	1 384 719	9	153 858
Jun-23	2 206	3.70	3.60	3.65	1 259 264	4 597 669	24	191 570
Jul-23	2 266	3.75	3.70	3.75	37 096 572	137 257 726	14	9 804 123
Annual	2 266	3.75	3.31	3.75	49 117 875	179 466 401	170	1 055 685

Number of units traded as a % of total units in issue 8.1%

# NOTICE OF ANNUAL GENERAL MEETING

**NEW AFRICAN PROPERTIES LIMITED**  
**"the Company" or "New African Properties" or "NAP"**  
**Incorporated in the Republic of Botswana, UIN BW00001055962**  
**BSE share code: NAP-EQU ISIN code: BW 000 000 1049**

## NOTICE TO ALL LINKED UNITHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company for the 2024 financial year will be held at Nafprop offices, Cash Bazaar Holdings, Plot 20573/4, Block 3, Gaborone, at 08h00 on Thursday, the 23rd day of January 2025.

### AGENDA

#### 1. Notice convening the meeting.

#### 2. Ordinary resolutions:

##### 2.1 Resolution number 1:

"To consider and adopt the annual financial statements and integrated annual report, including the report of the auditors, for the year ended 31 July 2024."

##### 2.2 Resolution number 2:

"To consider and ratify the distributions declared for the year, comprising:

- Number 25 - declared 24 April 2024, paid 29 May 2024, 15.82 thebe per unit
- Number 26 - declared 18 July 2024, paid 9 October 2024, 16.46 thebe per unit"

##### 2.3 Resolution number 3:

"To re-elect retiring directors and confirm new directors in accordance with the Company's Constitution. Motions for re-election will be moved individually.

In terms of the Constitution at least one-third of the directors shall retire at each meeting, with all directors who have held office for three years since last election or appointment being required to retire. Accordingly, Messrs. T.L.J. Mynhardt and C.F. van Wyk being eligible, offer themselves for re-election. The Board having found their attendance and performance satisfactory, supports their re-election. Abridged Curriculum Vitae's of these directors are set out on page 14 of this annual report."

Should any unitholder wish to propose another candidate for election as director ("the Candidate"), the procedures are governed by clause 20.9.3 of the Company's Constitution. This provides that no person not being a retiring Director shall be eligible for election to the office of the director at any Annual General Meeting unless the member intending to propose him has, at least five days before the meeting, left at the registered office of the Company a notice in writing, duly signed signifying the intention of such member to propose the Candidate and the consent of the Candidate to assume the office of director.

##### 2.4 Resolution number 4:

"To consider and ratify the directors' fees paid to independent directors for the year ended 31 July 2024 as set out on pages 37,68 and 71 of the annual report."

##### 2.5 Resolution number 5:

- " (a) To re-appoint Grant Thornton as auditors for the ensuing year."; and
- " (b) to approve their remuneration for the year ended 31 July 2024."



## NOTICE OF ANNUAL GENERAL MEETING (continued)

3. **To transact any other business which may be transacted at an annual general meeting.**
4. **To respond to any questions from unitholders.**
5. **Close the meeting.**

**NOTE:**

Any member who is entitled to attend and vote at a general meeting is entitled to appoint one or more persons as a proxy to attend, speak and vote in his / her stead and the proxy so appointed need not be a member of the Company. Proxy forms must be deposited at the registered office of the Company not less than 24 (twenty-four) hours before the time fixed for the meeting.

***By order of the Board***

Dated this 28 October 2024

DPS Consulting Services Proprietary Limited  
Company Secretary  
Registered office:  
Plot 28892 (portion of Plot 50370), Twin Towers, West Wing-First Floor, Fairgrounds, Gaborone

# PROXY FORM

NEW AFRICAN PROPERTIES LIMITED  
 "the Company" or "New African Properties" or "NAP"

I/ We \_\_\_\_\_

Of \_\_\_\_\_

Being the registered holder/s of \_\_\_\_\_ linked units in the Company, at the close of business on Friday, 17th January 2025, hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_;  
 Or failing him / her

\_\_\_\_\_ of \_\_\_\_\_;  
 Or failing him / her  
 the Chairman of the meeting

as my / our proxy to attend, speak and vote for me / us on my / our behalf at the annual general meeting of the company to be held at 08h00 on Thursday, 23rd January 2025, and at any adjournment thereof and to vote for or against the resolutions or to abstain from voting in respect of the units registered in my / our name/s, in accordance with the following instructions:

Resolution number	Detail	In favour	Against	Abstain
1	Consider and adopt the annual financial statements			
2	Consider and ratify the distributions declared for the year			
3	To re-elect retiring directors (a) T.L.J. Mynhardt (b) C.F. van Wyk			
4	Consider and ratify the directors' fees payable to independent directors			
5	(a) Re-appoint Grant Thornton as auditors for the ensuing year (b) Approve their remuneration			



## PROXY FORM (continued)

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Full name: \_\_\_\_\_

Signature: \_\_\_\_\_

Assisted by (Guardian): \_\_\_\_\_

*A member who is entitled to attend and vote at a general meeting is entitled to appoint one or more persons as a proxy to attend, speak and vote in his / her stead and the proxy so appointed need not be a member of the Company.*

### Registered office:

Plot 28892 (portion of Plot 50370), Twin Towers, West Wing-First Floor, Fairgrounds, Gaborone  
 Email address for submission of proxy forms: mpho@dpsconsultancy.com

### INSTRUCTIONS ON SIGNING AND LODGING THIS PROXY FORM

1. This must be deposited at the Registered Office of the Company not less than 24 (twenty-four) hours before the time of the scheduled meeting.
2. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled. Any alteration or correction made on this form must be signed, not initialled, by the signatory / signatories.
3. The Chairman of the meeting shall be entitled to decline to accept the authority of the signatory:
  - a. Under a power of attorney; or
  - b. On behalf of a company or any other entity;
 unless such power of attorney or authority is deposited at the registered office of the company not less than 24 (twenty-four) hours before the scheduled time for the meeting.
4. The authority of a person signing a Proxy in a representative capacity must be attached to the Proxy form unless the authority has previously been recorded by the Company Secretary.
5. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his proxy in the blank space(s) provided for that purpose.
6. When there are joint holders of units and if more than one such joint holder is present in person or represented by proxy, then the person whose name stands first in the register in respect of such units, or his / her Proxy, as the case may be, shall alone be entitled to vote in respect thereof.
7. The completion and lodging of this Proxy shall not preclude the signatory from attending the meeting and speaking and voting in person thereat to the exclusion of any Proxy appointed in terms hereof should such signatory wish to do so.
8. The Chairman of the meeting may reject or accept any Proxy form which is completed and / or submitted other than in accordance with these instructions, provided that he is satisfied as to the manner in which a member wishes to vote.
9. If the unitholding is not indicated on the Proxy form, the Proxy will be deemed to be authorised to vote the total unitholding.
10. A minor or any other person under legal incapacity must be assisted by his / her parent or guardian, as applicable, unless relevant documents establishing his / her capacity are produced or have previously been registered.

# CORPORATE INFORMATION AND ADMINISTRATION

## NEW AFRICAN PROPERTIES LTD

"the Company" or "New African Properties" or "NAP"  
 Incorporated in the Republic of Botswana  
 Company No. BW00001055962  
 BSE share code: NAP-EQU  
 ISIN code: BW 000 000 1049  
[www.newafricanproperties.co.bw](http://www.newafricanproperties.co.bw)

### Managing Director

Louis Mynhardt  
 Cash Bazaar Holdings  
 Plot 20573/4, Block 3, Gaborone  
 Private Bag 115, Gaborone  
 Tel: +267 367 0501  
 Fax: +267 397 4734

### Financial Director

Collin van Wyk  
 Nafprop  
 Plot 20573/4, Block 3, Gaborone  
 Private Bag 115, Gaborone  
 Tel: +267 391 3051  
 Fax: +267 397 2598

### Company Secretary and registered office

DPS Consulting Services Proprietary Limited  
 Plot 28892 (Portion of Plot 50370), Twin Towers,  
 West Wing-First Floor, Fairgrounds, Gaborone  
 P.O. Box 1453, Gaborone  
 Tel: +267 316 2062  
 Email: [mpho@dpsconsultancy.com](mailto:mpho@dpsconsultancy.com)

### Transfer Secretary

Central Securities Depository Company of Botswana  
 Limited  
 Fourth Floor, Fairscape Precinct, Plot 70667, Fairgrounds  
 Office Park, Gaborone  
 Private Bag 00417, Gaborone  
 Tel: +267 367 4400  
 Fax: +267 318 0175  
 Email: [mpheto-lentswe@bse.co.bw](mailto:mpheto-lentswe@bse.co.bw)

### Property and Asset Manager

Nafprop Proprietary Limited  
 Plot 20573/4, Block 3, Gaborone  
 Private Bag 115, Gaborone  
 Tel: +267 391 3051  
 Fax: +267 397 2598  
 Email: [info@nafprop.co.bw](mailto:info@nafprop.co.bw)

### Trustee

J.Y. Stevens  
 Plot 4995, The Village, Gaborone  
 Tel: +267 713 12800  
 Email: [jystevens1950@gmail.com](mailto:jystevens1950@gmail.com)

### Auditors

Grant Thornton  
 Acumen Park, Plot 50370, Fairgrounds  
 P.O. Box 1157  
 Gaborone  
 Tel: +267 395 2313  
 Fax: +267 397 2357

### Sponsors

Motswedi Securities Proprietary Limited  
 Unit 30, Plot 113, Kgale Mews, Gaborone  
 Private Bag 00223, Gaborone  
 Tel: +267 318 8627  
 Fax: +267 318 8629  
 Email: [motswedi@motswedi.co.bw](mailto:motswedi@motswedi.co.bw)

### Bankers

ABSA Bank Botswana Ltd  
 Plot 74358, Building 4, Prime Plaza, New CBD  
 P.O. Box 478, Gaborone  
 Tel: +267 363 3904  
 Fax: +267 397 1373



NEW AFRICAN PROPERTIES

INTEGRATED  
ANNUAL  
REPORT

2024