



ICON PROPERTIES PLC

ANNUAL
REPORT

2021







ANNUAL REPORT | 2021

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MISSION STATEMENT

To be at the forefront of successful, quality property investments and developments in Malawi and to provide maximum returns for all stakeholders.

INVESTMENT AND DEVELOPMENT PHILOSOPHY

ICON Properties plc is focused on acquiring high rental yield assets. ICON Properties plc has specific strategies for each investment opportunity by putting in place the most appropriate capital structures to meet strict criteria in terms of underlying quality of the assets, project returns, stability of cash flows and capital growth.



GROUP FINANCIAL HIGHLIGHTS



Profit after tax

K8.7_{bn}

For the year ended
31 December 2021



Total income

K12.9_{bn}

For the year ended
31 December 2021



Total assets

K92.5_{bn}

As at 31 December 2021

CHAIRMAN'S STATEMENT



The Group's property portfolio value grew to K67.7 billion (2020: K64.1 billion)

OVERVIEW

I am pleased to report the results of ICON Properties Plc for the year ended 31 December 2021.

ECONOMIC PERFORMANCE

During the year, the Malawi Kwacha depreciated against the United States Dollar by 5.91% compared to 2020 mostly due to a decline in foreign exchange supply which in turn put pressure on the country's foreign exchange reserves. The average headline inflation for 2021 increased to 9.30% compared to an average headline inflation of 8.60% recorded in 2020. The increase in inflation was due to increases in both food and non-food inflation.

PERFORMANCE REVIEW

The Group reported a 1% decrease in profit after tax of K8.7 billion for the year ended 31 December 2021 (2020: K8.8 billion).

The decreased profit was mainly due to lower revaluation gains on properties and reorganization costs. Revaluation gains on properties this year were lower than the corresponding year due to normalisation of gains following higher revaluation gains attained in the corresponding year after completion of major refurbishments. Stamp duty costs were paid on the transfer of properties from subsidiary companies to the parent Company as part of the Group reorganization and accounted for the largest cost increase.

The Group's performance continues to be led by the retail and office sectors of the portfolio which maintained occupancy levels of above 95%. The Group's property portfolio value grew to K67.7 billion (2020: K64.1 billion) being a 6% increase (2020: 11% increase) from last year.

The Group generated total income of K12.9 billion (2020: K13.4 billion) for the year which includes an increase in fair value of properties of K4.7 billion (2020: K5.3 billion). The Group's performance was driven by property revaluation gains and finance income as rental income reduced compared to the previous year.

Other than the impact of lower property revaluation gains, income was affected by lower rental income which was affected by the refurbishment of Kapeni and Michiru Houses in Blantyre as well as lingering effects of the COVID-19 pandemic which slowed down rental growth. Investment income however increased due to more funds being available to invest compared to the corresponding year.

Total expenses for the period were at K3 billion (2020: K2.1 billion). Some of the major expense areas included stamp duty, property and administrative management fees, repairs and maintenance and non-recoverable utility costs. The increase in cost excluding once-off stamp duty was on average about at the same as the average inflation rate recorded for the year.

DIVIDEND AND SHARE PERFORMANCE

The Directors have recommended a final dividend of K801.6 million (2020: K801.6 million) representing 12 tambala per share (2020: 12 tambala). An interim dividend of MK801.6 million (2020: MK734 million) representing 12 tambala per share (2020: 11 tambala) was paid in November 2021.

This increased the total dividend for the year by 4.7% to K1.603 billion (2020: K1.536 billion) representing 24 tambala per share (2020: 23 tambala).

The Group's performance continues to be led by the retail and office sectors of the portfolio which maintained occupancy levels of above 95%.

BUSINESS RESILIENCE DESPITE CHALLENGES

The COVID-19 pandemic continued to affect the Group's performance in the year. Recovery from the early waves of the pandemic had been slower than desired evidenced partly by marginal rental growth.

Despite the challenging economic environment, the Group managed to maintain the earnings per share, increase total dividend from the previous year and embarked on major refurbishments of two buildings.

The completion and commencement of the refurbishments of Kapeni House and Michiru House respectively in Blantyre have given the buildings a new lease of life which will lead to better future returns.

PROSPECTS FOR 2022

Malawi's economic outlook poses risks warranting consideration of business re-engineering with the impact of the military conflict in Ukraine, the two cyclones that hit the country and the lingering effects of the COVID-19 pandemic. In May 2022 the policy rate was increased from 12% to 14% and later that month the Malawi Kwacha was devalued by a quarter of its value. The increase in policy rate may impact the level of investment in the property market as well as the volume of transactions. The devaluation will further add to inflationary pressures and affect the purchasing power parity of the Group's tenants and the patrons of Group's tenants as well as increase the cost of construction in the Country.

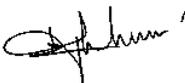
The selective implementation of projects, scenario-based planning and plans to enhance the customer experience will form the basis of ICON's response to risks as well as growth aspirations.

The projects in the pipeline will allow the Company to balance its investment portfolio to take advantage of current and future trends and opportunities. As part of these investments the Group embarked on the development of a drive through restaurant at Chichiri Shopping Centre in Blantyre which was completed after year end. The Group is also in the process of completing land purchases in Lilongwe and Mzuzu and looking forward to the initial investment of the hotel project in Lilongwe driven by Blantyre Hotels plc.

Furthermore, plans are underway to conclude the reorganization of the ICON Group which began in 2021, the assets, liabilities and operations of Kang'ombe Investment Limited, which the Group now wholly owns, to the Parent Company which will further improve operations

Following the end of the initial contract period of the managers of ICON, the Board resolved to appoint Eris Properties Mw Limited as the overarching managers of the Group.

As Chairman, I would like to thank the Board of ICON and the staff at the two management companies for their continued efforts to steer the company through economic challenges and stay on track to deliver on the Group's growth strategies.



Eric Chapola
Chairman

BOARD OF DIRECTORS PROFILE



Mr. Eric Chapola
Chairperson
(From 25 August 2021)

Mr. Eric Chapola is a Chartered Insurer with the UK Associateship ACII qualification (Master's Degree Equivalent), and a fellow under Society of Fellows UK. He also holds a Diploma in Business Studies from the then University of Malawi (Polytechnic). He is currently the Chief Executive Officer of NICO Life Insurance Company Limited since 2017. In his tenure as Chief Executive Officer, Mr. Chapola has provided strategic leadership in management of the NICO Life property portfolio.

Mr. Chapola has extensive board leadership and experience having served as Chairman of Malawi Revenue Authority (2017 -2019) and currently the Chairman of the Malawi Blood Transfusion Services Board and Life Pharmacies Limited Board. He also serves on the boards of the University of Malawi, Sanlam Mozambique, NICO Zambia Insurance Company Limited, Insurance Institute of Malawi, amongst other boards.



Mr. Robert Scharar
Non-Executive Director
(Up to 10 August 2021)

Mr Robert Scharar is the President and Director of FCA Corp, based in Houston Texas, and has worked in this capacity since 1975 (including its predecessor firm). His current directorships include Africap LLC and the Commonwealth International Series Trust, a US mutual fund group. He brings to the Board a combination of finance, investment and legal skills. He also serves on the Boards of Blantyre Hotels Plc, Oasis Hospitality Limited and Nico Holdings Plc.

Mr Robert Scharar holds a BSBA (accounting) from University of Florida. He received his AA degree from Polk Community College. He has a Masters' Degree in Business Administration and a Juris Doctorate degree from Northeastern University and an LLM in Taxation from Boston University Law School. Mr Scharar is a member of the Florida and Massachusetts Bars and is a Certified Public Accountant (Florida).



Mr. Dasford Kamkwamba
Non-executive Director

Mr. Kamkwamba is an accountant by profession. He holds an MBA from Stellenbosch University Business School and is an Associate Member of the Chartered Institute of Secretaries. He is a qualified Chartered Certified Accountant and was awarded a Fellowship (FCCA). Mr. Kamkwamba holds a Bachelors' degree in Commerce and has over 35 years' work experience in financial management; strategic management and corporate secretarial matters.



Mr. Simeon Banda
Non-executive Director

Mr. Simeon D. Banda is a Chartered Quantity Surveyor and Registered Valuer. He holds a Bachelor of Science (Honours Degree) in Quantity Surveying and is a Professional Associate of The Royal Institute of Chartered Surveyors (MRICS); a member of the Surveyors Institute of Malawi (MSIM) and Architects and Quantity Surveyors Board of Malawi. Mr. Banda has 28 years Quantity Surveying, Project Management and Valuation experience in Public and Private Sector Landed Property.



Emily Makuta
Non-Executive Director

Emily Makuta holds a Bachelor of Law (Hons) Degree from the University of Malawi and a Masters' Degree in International Economic Law from the University of Warwick, UK. She qualified as a Chartered Secretary with the Institute of Chartered Secretaries and Administrators (UK) in 2007 and holds an International Diploma in Compliance from the Manchester Business School and the International Compliance Association. She previously worked in the banking sector, first in an investment, development and merchant banking environment plus legal support in pensions; and later in a commercial bank. Early in her career she worked as a legal practitioner in two busy private legal firms. She has also been an adjunct lecture for the Masters in Commercial Law program at the University of Malawi Chancellor college, lecturing in Corporate Governance. Emily Makuta is currently the Group General Counsel and Group Head of Compliance for NICO Holdings plc providing legal, compliance and governance expertise and support to the NICO Group companies. Emily therefore has experience and expertise in, legal practice, governance, compliance, commercial transactions (negotiations, legal drafting and analysis) and substantive experience and expertise in investment banking and project finance. She is currently the Board Chairperson of Blantyre Hotels plc.



Mr. Graham Chipande
Non-Executive Director

With over 15 years' experience in banking and finance, Mr. Chipande is a strategic financial planner with experience in various industries such as Financial Services, Infrastructure, Agri business, and Manufacturing. He is the Head of Business Banking at Standard Bank Plc and currently sits on the Standard Bank Pension Fund Board. He has held other multinational organizations with experience across the Globe. He holds an MBA in Finance from Webster University and a Bachelor of Science in Business Management (Honours) from the University of Surrey.



Mr. Sangwani Hara
Non-executive Director

Mr Sangwani Hara holds a Bachelor's Degree in Commerce (Accountancy) from the University of Malawi, Polytechnic. He is also graduate of Emile Woolf Accountancy College, London, United Kingdom where he obtained his chartered certified accountancy qualification. He has over twenty-five years experience in accounting, finance, general and commodity marketing gained from working for multinational groups; initially CDC Group plc, then Global Tea & Commodities Limited, both of which have their headquarters in the United Kingdom. He is currently working for Dhunseri Petrochem & Tea (pte) Limited which has its headquarters in Singapore. He has been a member of several boards. He brings to the NICO Board a wealth of experience in accounting, finance and general management. He is a key member of the Group Investment and Audit and Finance Committees where his analytical approach and orientation to detail adds value to those committee's work.



Mr. Joseph Malingamoyo
Non-executive Director

Mr. Malingamoyo is a Chartered Quantity Surveyor and holds a Bachelors' Degree (Honours) in Quantity Surveying and Construction Economics and an LLM in Construction Law and Practice. He has over 35 years' work experience as a Quantity Surveyor. He is a Professional Associate of the Royal Institute of Chartered Surveyors (MRICS); a full member of the Surveyors Institute of Malawi (MSIM) and Architects and Quantity Surveyors Board of Malawi and an Associate Member of the Chartered Institute of Arbitrators (UK).



Mrs. Zunzo Mitole
Non-Executive Director
(up to 31 December 2021)

Zunzo E. Mitole, MBA., LLB (Hons), is a lawyer with 25 years practice in public and private practice. She worked briefly with the State Advocate Chambers after graduating before going into private practice and subsequently joined National Bank of Malawi plc at management level. She is currently Company Secretary for Malawi Stock Exchange listed National Bank of Malawi plc, a position she has held for the past 8 years. Her work involves board secretary responsibilities and advice on compliance to laws, regulations and policies to the Bank and its subsidiaries. She has served in a Money Laundering Compliance role and also serves as Board Secretary of NBM Pension Administration Limited, a subsidiary of National Bank of Malawi plc. Zunzo is currently the Chairperson of the National Bank of Malawi plc Pension Fund, a position she has held for 2 years. She previously sat on the board of MPICO Malls Limited. She has conducted research with Women and the Law in Southern African and has also held leadership positions in Women Lawyers Association in its earlier days.



PORTFOLIO MANAGERS' PROFILE

ICON Properties Plc (ICON) does not have staff of its own. The directors of ICON Properties plc appointed NICO Asset Managers Limited to provide management services for a period of 3 years commencing 1 September 2018 to 30 August 2021.

The Board extended the initial agreement to 31 March 2022 to allow for contract renewal proceedings.

Following the end of the contract period, the Board resolved to appoint Eris Properties Mw Limited as the overarching managers of the Group.

NICO Asset Managers Limited (NAML) is registered with the Reserve Bank of Malawi as a Portfolio/Investment Manager, Investment Advisor and Transfer Secretary, licenced under the Securities Act 2010. NAML offers specialist investment management, corporate finance, investor services, company secretarial and transfer secretarial services to institutional and individual investors.

INVESTMENTS AND PROJECTS DIVISION

The Investment management team is responsible for management of all investment assets and is responsible for development of new equity and/debt opportunities and real estate development. It comprises of two sub-divisions: Investment management which is responsible for managing investment assets and corporate finance, responsible for origination of debt and equity instruments.

FINANCE AND ADMINISTRATION DIVISION

The Finance team is responsible for all financial management. The team is experienced in maintaining accounting and similar records in a manner consistent with all applicable regulations including the Malawi Stock Exchange listing regulations and the International Financial Reporting Standards.

INVESTOR SERVICES

The Investor services team is responsible for transfer secretarial and company secretarial services to companies listed on the Malawi Stock Exchange and unlisted companies under NAML's management. The division's practical and solutions-focused approach ensures that the legal requirements are clearly set out and all options are fully explained.

NAML manages a portfolio valued at over K680bn. The property portfolio represents about 12% of the total assets under management.

NAML provides the following services to ICON Properties plc:

- Strategy formulation and execution;
- Investment management and advisory;
- Capital raising where necessary;
- Financial management and accounting services; and
- Legal and regulatory compliance.

Daniel Dunga

Chief Investment Officer
(Investment Management)

Mr. Dunga is a fellow of the Association of Chartered Certified Accountants (ACCA). He holds an MBA from the University of Derby (UK) and a Bachelor of Accountancy degree from the University of Malawi. He was previously Managing Director for Continental Asset Management Limited. Prior to that, he was the Chief Executive Officer of the Society of Accountants in Malawi (SOCAM) - now ICAM. Daniel has also served on a number of national economic development policy taskforces in Malawi.

David Moyo

Chief Investment Officer
(Corporate Finance)

Mr. Moyo is a fellow of the Association of Chartered Certified Accountants (ACCA) and a Certified Information Systems Auditor (CISA). He holds a Bachelor of Accountancy from the University of Malawi. He previously was the Head of Internal Audit for NICO Holdings Plc. Prior to that, he was a Senior Audit Manager at Deloitte.

Chikondi Gomani

Investment Manager

Mr. Gomani is a fellow of the Association of Chartered Certified Accountants (ACCA) and currently pursuing the Chartered Financial Analyst (CFA) program. He holds a Bachelor of Business Administration from the University of Malawi and a Diploma in Marketing with Chartered Institute of Marketing. Prior to joining NICO Asset Mangers Limited, he worked for The Foods Company Limited as the Chief Finance Officer.

James Tsonga

Chief Finance Officer

Mr. Tsonga is a fellow of the Association of Chartered Certified Accountants (ACCA). He holds a Bachelor of Accountancy degree from the University of Malawi with Distinction. He worked at Deloitte as an audit senior prior to joining NAML as the accounting manager. James is also the company secretary of National Investment Trust Plc.

Memory Chipembere

Legal Executive

Mrs. Chipembere holds a Bachelor of Laws (Honours) from the University of Malawi and a Certificate in Insurance from the Chartered Institute of Insurers (UK). She is currently pursuing a governance professional qualification with the Chartered Governance Institute. She has 15 years post qualification experience, having worked at National Bank of Malawi plc and Britam Insurance Company Limited. She is responsible for governance and management of legal and compliance risk.

Donald Kambalometore

Chief Accountant and Risk Officer

Mr. Kambalometore is a member of the Association of Chartered Certified Accountants (ACCA). He holds a Bachelor of Business Science degree in Finance and Accounting from the University of Cape Town. Prior to joining NICO Asset Mangers Limited he worked at Deloitte as an Assistant Audit Manager.

PORTFOLIO MANAGERS' REPORT

1.0 MALAWI ECONOMY OVERVIEW

Malawi's economic outlook faces considerable downside risks. The risks include the global spill over effects of the Russia-Ukraine conflict, foreign exchange shortages, COVID-19 pandemic restrictions, weather shocks, and fiscal slippages. In line with this economic outlook, various institutions' projections have indicated that the economy of Malawi is expected to grow by an estimated average of 3.15% in 2022.

Inflation rate for the year 2021 averaged 9.30%. According to the Reserve Bank of Malawi (RBM), inflationary pressures are likely to rise throughout 2022, mainly due to seasonal increase in prices of domestically produced food items, imported inflation, and the impact of tropical cyclones. Reflecting these pressures, the inflation path has shifted upwards. Oil prices continue to rise due to fears of speculated supply shortages following the invasion of Ukraine by Russia. Economies have resorted to stock building in fear of supply disruptions from the war. Prices of agricultural commodities (wheat, maize, barley, and rapeseed) have soared, as the prices of agricultural inputs, mainly fertilizer are expected to reach record highs due to supply reductions resulting from economic sanctions placed on Russia. Disruptions to trade routes are also expected to increase transportation costs, exacerbating the supply chain bottlenecks resulting from the impact of the COVID-19 pandemic. As a result, the upside risks to inflation remains high, globally, and locally.

The Reserve Bank of Malawi (RBM) continues to monitor the financial market and make prudent decisions to mitigate mounting inflation pressures and support the economic recovery of Malawi. This is in light of the impact of the Russia-Ukraine conflict and the COVID-19 pandemic on the country's economic activity. The RBM is expected to raise the policy rate to slow down the pace of inflation. However rising interest rates may result in the slowdown of the economy due to the rising costs of borrowing which may hinder investments in the real economy.

However, growth across the broader spectrum of the economy including mining and quarrying, manufacturing, transportation, construction, and wholesale and retail trade sectors will further prop up GDP growth prospects in 2022 as the economy becomes more resilient to COVID-19 following implementation of the Socio-Economic Recovery Plan (SERP). However, the Government's 2022 projections did not take into account the spill-over effects of the Russia-Ukraine conflict and adverse weather effects that has caused various institutions to revise growth downwards.

The Reserve Bank of Malawi (RBM) continues to monitor the financial market and make prudent decisions to mitigate mounting inflation pressures and support the economic recovery of Malawi.

2.0 PROPERTY MARKET OVERVIEW

2021 was a year of rebound and recovery for global markets which for the most part were expected to moderate in 2022. The ongoing Russia-Ukraine conflict however poses a serious threat to global markets particularly the energy, logistics and agriculture sectors with some quarters warning of a looming food and financial crisis. Regionally, Sub-Saharan Africa is closely monitoring developments with a keen eye on China's position on the conflict considering close Sino-Russian relations and China's expanding influence in Africa. Locally, the knock-on effects of the conflict on commodity prices would put further pressure on the cost of living, building and doing business due to Malawi's negative net trade balance. Compounding this was the devastating impact of Cyclone Ana on infrastructure, particularly electricity & water facilities and roads.

Zeroing in on market dynamics, no significant changes were noted in local office markets which appear to have reached an equilibrium in terms of the new understanding of what defines a 'workplace'. Despite challenges in the economic environment, development activity in the sector, particularly in Lilongwe, appears to be picking up with a number of projects under construction or being planned. However, the expected increase in supply in a market with stagnant demand will likely put downward pressure on rentals as vacancy rates increase and tenant bargaining power increases. In contrast, Blantyre is starved of new quality office developments, with the abundance of aged buildings which are notorious for high operating costs, some signs of tenant flight are evident as occupiers seek cheaper alternatives outside the CBD.

Although demand for retail space remains buoyant, operators in the sector are at threat of rising inflation, continued supply side woes, fiscal slippages and continue to face stiff competition from vendors trading on digital platforms. Conversely, as a knock-on effect, the logistics sector is expected to tap into supply chain opportunities as it is anticipated that some retailers will re-organize their operations to adopt more flexible supply chains to support an increasingly virtual retail landscape. Despite the threat from the e-commerce sector, the high street and suburban presence reigns supreme propping up demand for traditional retail units.

Upcoming shopping centre developments in Lilongwe and Blantyre are unlikely to pose an immediate threat to high street landlords, however, a scramble for anchors amongst shopping centre landlords might materialize. Retail rental growth in the short to medium term will likely be suppressed until markets recover from the COVID-19 impact.

Residential markets in Blantyre and Mzuzu did not undergo major changes although the Lilongwe residential rental market continued to show signs of slowed growth - indicators suggest the market is unable to absorb the large number of new builds. The commercial capital may soon face similar challenges due to the significant number of developments noted in Blantyre. Unsatisfied demand for affordable housing across the Country's major regions presents opportunities to develop small residential units to cater to young professionals and start up families.

The leisure and hospitality sectors have shown some signs of recovery and are increasingly targeting their offerings to local tourists following the devastating impact of COVID-19 on international travel.

3.0 PORTFOLIO REVIEW

As at 31st December 2021, the Group's investment property portfolio was valued at K67.7 billion (2020: K64.1 billion).

The Company's performance continues to be led by the portfolio's retail and office sectors, which maintained occupancy levels of above 95%.

The table below gives a high-level snapshot of the key statistics of the property portfolio:

	Consolidated 12 months ended 31 December 2021	Consolidated 12 months ended 31 December 2020
Property portfolio value (K'mn)	67,677	64,144
Gross rental income (K'mn)	4,875	4,912
Number of properties	35	35

Lower rental income was affected by the refurbishment of Kapeni and Michiru Houses during which period no rent was being billed as well as lingering effects of the COVID-19 pandemic which slowed down rental growth.

Below is the composition of the property portfolio by nature of the property:

	Number of properties	Number of tenants	Lettable area (Sqm)	Occupancy	Comments
Retail	2	104	32,296	94%	Earmarked for sale
Offices	17	29	26,012	97%	
Industrial	2	0	10,136	0%	
Residential	13	11	4,186	94%	
Vacant Land	1	N/A	N/A	N/A	
Total	35	144	72,630	95%	

The strategic planned disposal of the two industrial properties resulted in the units remaining vacant, whilst the retail, office and residential portfolios had minor vacancies at various points throughout the year. All leases with anchor tenants on the retail sector portfolios were in place, two significant renewal negotiations were concluded in the year.

In line with aspirations to optimise potential return from investments, the main strategic drivers of ICON's active asset growth and management strategy remain brownfield and greenfield investments aimed at enhancing investment value and executable on a case-by-case basis.

ICON's dynamic approach recognizes that real estate is no longer a passive investment and as such considers the need to keep up with the pace of demographic and technological changes to ensure its accommodation solutions remain relevant to the market. In pursuit of the above and given the strategic positioning of its portfolio in the urban areas of the country's major cities, ICON embarked on a number of strategic initiatives and projects to enhance user experience whilst creating value

for investors. Most notably, projects to refurbish Kapeni House and Michiru House breathed new life into the buildings and Blantyre's prolific Victoria Avenue.

The development of a drive through restaurant and the forthcoming introduction of parking management systems at Chichiri Shopping Centre and Lilongwe City Mall will introduce convenience whilst improving patrons' shopping experiences. Although ICON's highly anticipated investment in the hotel in Lilongwe led by Blantyre Hotel plc faced delayed execution, the project is now back on track with ground expected to break in the second half of 2022.

4.0 OUTLOOK

Although ICON is expected to remain competitive, rental growth is expected to continue to be impacted with the retail portfolio expected to be particularly adversely affected. Various strategies formulated to counter the effects of the harsh economic climate and increasing competition on the portfolio's performance are ongoing and being adapted accordingly as the situation demands.

Compliance and adherence to COVID-19 measures, reduction of receivables, selective implementation of projects and scenario-based planning will continue to form the basis of ICON's response to issues emerging in the operating environment.

Various strategic drives will be initiated given the operating environment and available enablers being created through Policy.

The recent devaluation of the Malawi Kwacha against the United States Dollar in May 2022 is expected to put pressure on supply chains – in the long term, this might spur on local activity to fill in the gaps created through trade imbalances. Disruptions in supply chains, forex shortages and increases in headline inflation are expected to diminish prospects growth in economic activity in the short term. The policy rate was also adjusted in May 2022 from 12% to 14%. The impact of these events on property markets is expected to vary for instance, in transactional markets, property values are expected to be marginal or possibly contract owing to limited activity and static rentals. In contrast, positive growth is anticipated for land values as prospective investors plan for future developments and as investors look to lock in value in stable assets.

The Fund Manager recognizes the challenges and opportunities that the current market presents. The Fund Manager will continue to monitor and explore ways to improve the performance of the portfolio during this period of continued uncertainty.

NICO Asset Managers
Fund Manager



PROPERTY MANAGERS' PROFILE

Eris Properties Mw Limited ("Eris") was appointed by the Directors of ICON Properties plc to provide Property Management services effective 1st November 2018.

Eris is a property services company formed under a fifty-fifty joint venture between Eris Property Group (South Africa) ("EPG") and NICO Holdings Plc. The objective of Eris is to offer leading and effective property services solutions for property investors and expand ICON's property through bespoke property services solutions

Eris looks after the property development, management and other value addition on a case by case basis of ICON through a range of commercial property services. Through Eris, ICON benefits from a new benchmark in property service as it draws on both EPG's and local team decades of experience and takes on growth opportunities in the sector. With a footprint across 7 offices including Ghana, Lesotho, Namibia, Botswana, Mauritius and South Africa, EPG provides a range of commercial property skills and employs over 400 people. EPG, formerly called Rand Merchant Bank (RMB) Properties has been operating since 1985 before it changed its name to Eris Property Group in 2000.

Eris leverages off EPG's philosophy of a long-term view and attention to detail to property management and investment, ensuring optimal and efficient solutions through a spectrum of property services. EPG has US\$2.3bn properties under management, completed over 100 property developments in Africa worth US\$2.5bn in market value and holds US\$120m in proprietary investments.

On the local front Eris also leverages on the diversity and in-depth experience of its team as indicated in the property manager's management team section hereinbelow

SERVICES

Eris offers expertise in the following property business lines:

- Property Development
- Property Management
- Property Valuation
- Facilities management
- Leasing and investment broking
- Property advisory
- Retail services

Through Eris, ICON benefits from a new benchmark in property service as it draws on both EPG's and local team decades of experience and takes on growth opportunities in the sector

PROPERTY MANAGERS' MANAGEMENT TEAM

Eris has multi-disciplinary team of professionals working in Blantyre and Lilongwe with experience in property management and investment, facilities management, land economy, corporate real estate and development, quantity surveying, architecture, accounting and financial analysis. Eris further taps knowledge from EPG whose senior members of staff collaborate with the local team.

Brief profiles of the senior management of the company are set out below:

Mrs. Ellen Chapinduka Nyasulu Chief Executive Officer

Mrs. Chapinduka Nyasulu is a holder of an MBA obtained from the University of Reading (UK). Further, she also holds a Master of Science in Real Estate (University of Pretoria), a Bachelor Business Administration (University of Malawi) as well as other qualifications in Management, Valuation and Facilities Management. Mrs. Nyasulu is the past President for the Surveyors Institute of Malawi after having served for 2 terms in that capacity. She has also served on various boards as a director including National Construction Industry Council, National Urban Planning and Road Authority. She is a licensed surveyor with Surveyors Institute of Malawi (SIM) & an experienced real estate practitioner with 23 years' work experience. Prior to her role as Eris Chief Executive Officer, she worked as Operations and Marketing Manager for MPICO plc. Prior work experience includes an extensive career at Malawi Housing Corporation where she joined as an Estates officer and rose through the ranks to principal Estates Officer & finally acted as Chief Estates Officer before joining MPICO.

Ms. Tawene Lungu Head of Property Management

Ms Lungu holds a Master of Science in Corporate Real Estate and Facilities Management, a Bachelor of Science (Honours) in Property Management and Investment from the University of Salford. She is a candidate of Royal Institute of Chartered Surveyors and a Graduate Member of Surveyors Institute of Malawi. Prior to joining Eris, she served as a Property Manager at Knight Frank Malawi for 2 years after completing the Knight Frank's graduate management trainee program for 3 years. She now heads the Property Management department after serving 4 years as Senior Property Manager.

Mr. Yankho Somanje Property Manager

Mr. Somanje holds a Bachelor of Science in Quantity Surveying from the University of Malawi. He has over 10 years' experience in property management and quantity surveying. Mr. Somanje has worked at Malawi Housing Corporation – Henan Guoji Development Company Limited and Mkaka Construction prior to joining Eris as a Property Manager. Indicate membership

Mr. Petros Mkandawire
Facilities Manager

Mr Mkandawire holds a Bachelor of Science in Land Economy from the University of Malawi and has a Post Graduate Certificate in Real Estate and Facilities Management, Project Management and Construction and Quantity Surveying Practice all accredited by the Royal Institute of Chartered Surveyors and an Advanced Certificate in Information Technology from Mzuzu University. He is a Graduate Member of Surveyors Institute of Malawi and prior to his role as Facilities Manager, he gained over 8 years' experience in real estate through his roles as Senior Operations Officer at Eris and previously as an Infrastructure Management Associate at NICO Asset Managers.

Mr. Edwin Macdonald Chopi
Development Officer

Mr. Chopi holds a Bachelor of Science in Quantity Surveying (QS) and a Diploma in Architectural Technology, both from the University of Malawi. He is a Graduate Member of Surveyors Institute of Malawi and registered by the Board of Architects and Quantity Surveyors as Graduate QS and Architectural Technician. He has over 24 years' experience in the Malawi construction industry and has worked with Norman & Dawbarn, MD Initiative and Fargo Limited amongst others. Prior to taking up his post as Development officer at Eris, Edwin worked as a consultant on key projects for organisations such as AIDS Healthcare Foundation Malawi and Save the Children International.



SHAREHOLDERS' COUNTRY STATISTICS FOR ICON PROPERTIES AS AT 31-Dec-2021					
Country Code	Description	Shareholders	% of Holders	Shares	% of Shares
MWI	MALAWI	1,085	98.46	6,677,651,035	99.96
MOZ	MOZAMBIQUE	2	0.18	1,800,000	0.03
USA	UNITED STATES OF AMERICA	3	0.27	258,815	0.00
LUX	LUXEMBOURG	4	0.36	125,000	0.00
GBR	UNITED KINGDOM	5	0.45	102,000	0.00
NLD	NETHERLANDS	1	0.09	25,150	0.00
ZAF	SOUTH AFRICA	1	0.09	20,000	0.00
NILL	NOT DEFINED	1	0.09	18,000	0.00
Totals		1,102	100.00	6,680,000,000	100.00

SHAREHOLDERS' INDUSTRY STATISTICS FOR ICON PROPERTIES AS AT 31-Dec-2021					
Industry Code	Description	Shareholders	% of Holders	Shares	% of Shares
INS	INSURANCE / ASSURANCE	2	0.18	3,964,637,881	59.35
PEN	PENSION/PROVIDENT	27	2.45	1,975,607,848	29.57
ITC	INVEST/TRUST ETC	71	6.44	327,394,697	4.90
BNK	BANKS/NOMINEES	63	5.72	163,815,564	2.45
LI	LOCAL INDIVIDUAL	866	78.58	157,675,555	2.36
LC	LOCAL COMPANY	33	2.99	87,311,917	1.31
RES	RESIDENT IND	26	2.36	3,023,386	0.05
NRS	NON RESIDENT	12	1.09	476,150	0.01
NILL	NOT DEFINED	1	0.09	33,002	0.00
OTH	OTHER CORP	1	0.09	24,000	0.00
Totals		1,102	100.00	6,680,000,000	100.00

SHAREHOLDERS' RANGES STATISTICS FOR ICON PROPERTIES AS AT 31-Dec-2021				
Description	Shareholders	% of Holders	Shares	% of Shares
1,000,001 (greater than 1 million) shares	78	7.08	6,585,037,781	98.58
500,001-1,000,000 (up to 1 million) shares	36	3.27	29,255,961	0.44
200,001-500,000 (up to five hundred thousand) shares	85	7.71	28,719,195	0.43
100,001-200,000 (up to two hundred thousand) shares	101	9.17	14,263,416	0.21
50,001-100,000 shares	134	12.16	10,857,822	0.16
5001-25,000 shares	428	38.84	6,355,954	0.10
25,001-50,000 shares	121	10.98	5,023,034	0.08
1 - 5000 shares	119	10.80	486,837	0.01
Totals	1,102	100.00	6,680,000,000	100.00

CORPORATE GOVERNANCE STATEMENT

The Board of ICON Properties Plc (ICON/the Company) remains committed to delivering value to the shareholders that is long term and sustainable. The actions of the Board therefore ought to be consistent with the statutory duties and uphold the highest standards of integrity in instilling the appropriate values, behavior and culture in the boardroom and beyond. The Board complies with the standards of corporate governance as outlined in the Companies Act, 2013; the Malawi Code II; the Malawi Stock Exchange Listing Requirements; the Companies (Corporate Governance) Regulations, 2016; and all other applicable best practice governance principles. The Board is committed to be ethical, transparent and accountable as this is essential for the long-term performance and sustainability of the Company and its subsidiaries, and to protect and enhance the interests of its shareholders and other stakeholders.

The importance of good corporate governance cannot be overemphasized as it provides the infrastructure to improve the quality of the decisions made by those charged with the responsibility of good, quality and ethical decision making. This in turn builds sustainable business and enables the business to create long-term value more effectively.

THE ROLE OF THE BOARD

The Board's primary responsibility is to promote the long-term success of the company and deliver sustainable shareholder value. Its ultimate responsibility is for the management, direction, governance and performance of the Company. Through authorities delegated to its Committees, the Board directs and reviews the Company's operations within an agreed framework of controls, allowing risk to be assessed and managed within agreed parameters.

THE COMPOSITION OF THE BOARD AND BOARD COMMITTEES

The Board and its Committees have the appropriate balance of skills, independence,

knowledge and experience to enable them to discharge their respective duties and responsibilities effectively. All the directors are Non-Executive directors and the independent directors constructively challenge and help in the development of proposals on strategy. As at date of this Annual Report, the Board comprised eight Directors. The Board has two Committees namely: Finance and Audit Committee; and Investment Committee.

BOARD SUPPORT AND THE COMPANY SECRETARY

The Company Secretary is responsible for ensuring that Board procedures are complied with, advising the Board on all

governance matters, and helping the board and its committees to function efficiently. All directors have direct access to the Company Secretary.

BOARD EVALUATION

The Board has adopted an internally facilitated Board Evaluation process.

COMMUNICATIONS WITH SHAREHOLDERS

The Board is committed to providing shareholders and other financial market participants with consistent and transparent corporate reporting, in a timely manner and complying with all continuing disclosure obligations. It is important that all shareholders are able to discharge their stewardship duties effectively. The Annual General Meeting provides this opportunity to shareholders to receive a performance update directly from the Board and ask questions.

DIRECTORS' TENURE POLICY

In accordance with Section 20A (4) of the Articles of Association, any member who holds ten per cent or more of the shares of the company may from time to time appoint one director of the company in respect of his every ten per cent holding in the equity shares of the company (with no rounding up). Such entitlement to nominate a director lapses if the shareholding falls below the

complete 10% threshold and any director appointed pursuant to that entitlement shall automatically vacate his office on the reduction of any relevant shareholding of 10% of the member concerned. Where applicable, the director or directors to vacate office shall be identified by the nominating member, but if the nominating member shall fail to do so, the other directors may identify the director or directors to vacate office.

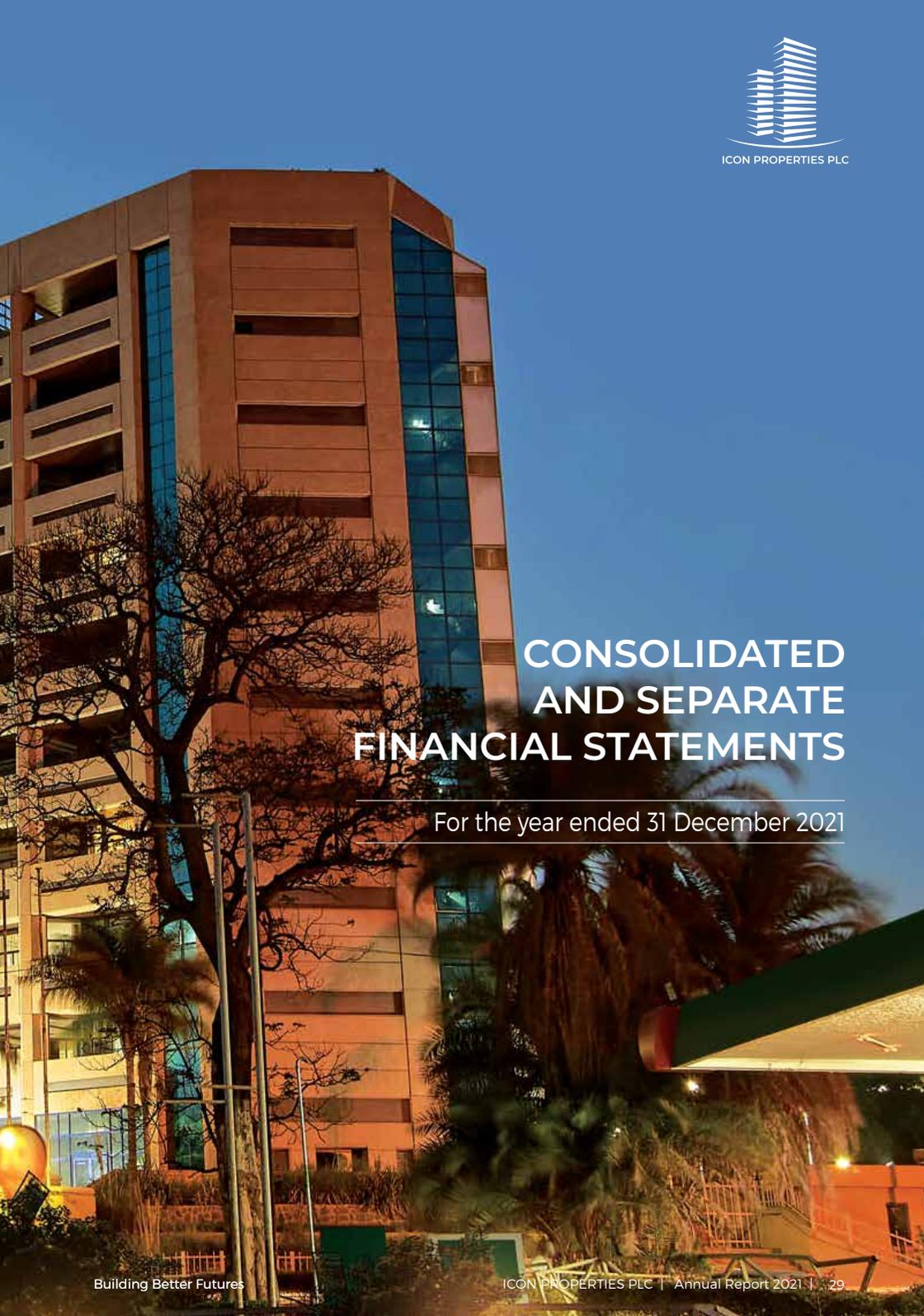
All Non-executive Directors on the Board are subject to the retirement by rotation provisions under the Companies Act, 2013; the Company's Articles of Association; and the Malawi Stock Exchange Listing Requirements. Termination of Non-executive Directors' appointment is effective immediately when the notice of termination of their appointment is delivered to the Company Secretary unless a specific effective termination date is provided. There is no predetermined compensation on termination of the appointment of Non-executive Directors.

The Company has no Executive Directors.

COMPLIANCE WITH THE MALAWI CODE II

The provisions of the Malawi Code II have been adhered to. Any concerns over non-compliance with the Code should be addressed to the Company Secretary.





CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

For the year ended 31 December 2021

DIRECTORS' REPORT

The directors have pleasure in submitting their report together with the consolidated and separate financial statements for the year ended 31 December 2021.

NATURE OF BUSINESS

The Company is a property holding company formed with the objective of owning, leasing, managing and developing commercial, industrial and retail property.

INCORPORATION

The Company was incorporated in Malawi as a private limited company on 4 June 2018. It began operations on 1 November 2018 and on this date the current shareholders transferred the shareholding they held in various property companies, namely Kang'ombe Investment Limited, Chichiri Shopping Centre Limited, Lilongwe City Mall Limited and NICO Properties Limited, as well as various property interests into the Company in exchange for shares in ICON Properties Limited. The Company was registered and converted to a public limited company on 8th November 2018 and later that month announced its intention to list its shares on the Malawi Stock Exchange. The company listed on the Malawi Stock Exchange on 21 January 2019.

GROUP RE-ORGANISATION

The directors resolved and approved to have the company undergo a re-organisation where the assets and liabilities of NICO Properties Limited, Lilongwe City Mall Limited and Chichiri Shopping Centre Limited which are 100% owned subsidiaries of ICON Properties plc be transferred to Icon Properties plc effective 1 January 2021. The effect of this was that these subsidiary Companies will be dormant and hence deregistered. The transfer was executed at a book value for all assets and liabilities for all components as at the effective date.

The re-organisation was carried out using Section 70F of the Taxation Act.

Subsequent to year end, the assets and liabilities of Kang'ombe Investment Limited (KIL) which is a 100% owned subsidiary of ICON plc will also be transferred to ICON Properties plc following the acquisition by ICON Properties plc of the 25% shareholding that Press Trust had in the KIL during the year.

SHARE CAPITAL

The authorized share capital of the Company is 10 000 000 000 shares. The issued share capital is 6 680 000 000, fully paid at year end. The shareholders and their respective shareholding as at year end were as follows:

Shareholder	2021 % Holding	2020 % Holding
NICO Life Insurance Company Limited	59	63
Standard Bank Malawi Pension Fund	8	8
National Bank of Malawi Pension Fund	4	5
Magetsi Pension Fund	4	3
Other shareholders*	25	21
	100	100

*Other shareholders include pension funds and the general public.

Registered office

The physical address of the Company's registered office is:-
Chibisa House
19 Glyn Jones Road
P.O. Box 3117
Blantyre

FINANCIAL PERFORMANCE

The results and state of affairs of the Group are set out in the accompanying consolidated and separate statements of financial position, consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity, consolidated and separate statements of cash flows and accompanying accounting policies and notes to the consolidated and separate financial statements.

PROFIT

The profit for the year ended 31 December 2021 attributable to the owners of the parent was K8.61 billion (2020: K8.60 billion).

DIVIDEND

During the year the Company paid a final dividend of K801.6 million for the year ended 31 December 2021 (2020: 734.8 million) and an interim dividend of K801.6 million for the year ended 31 December 2021 (2020: K734.8 million).

CORPORATE GOVERNANCE

The Company has a unitary board of directors comprising eight non-executive directors.

The Group embraces best practices in corporate governance as enshrined in the Malawi Code II: Code of Best Practice in Corporate Governance in Malawi ("the Malawi Code/the Code").

The Board adopted the Malawi Code and is committed to comply with all applicable laws and regulations. The Group has a clearly defined governance framework which will be reviewed from time to time to ensure effective oversight by the Board.

BOARD OF DIRECTORS

The following directors and secretary served in office during the year:

Mr. E. Chapola	Chairman*	From 25 August 2021
Mr. R. Scharar	Chairman*	Up to 10 August 2021
Mr. D. Kamkwamba	Director**	Throughout the year
Mrs. Z. Mitole	Director*	Throughout the year
Mr. S. Banda	Director**	Throughout the year
Mr. J. Malingamoyo	Director**	Throughout the year
Mr. G. Chipande	Director*	Throughout the year
Mr. Sangwani Hara	Director*	Throughout the year
Mrs. Emily Makuta	Director*	Throughout the year
NICO Asset Managers	Company Secretary	Throughout the year

Non-Executive Director *

Non-Executive Independent Director **

In terms of the Memorandum and Articles of Association, any member who holds ten percent or more of the shares of the Company may from time to time appoint one director of the Company in respect of his every ten percent holding in the equity shares of the Company (with no rounding).

At the Annual General Meeting of the Company in every year one-third of the directors for the time being (but excluding any executive director during his term of appointment to such office), or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

MAIN BOARD AND BOARD COMMITTEE MEETINGS

The Board and Board committees meet quarterly. Ad-hoc meetings are held when necessary. The directors are provided with comprehensive board documentation prior to each of the scheduled meetings.

The following are the details of attendance for the Board meetings and committee meetings:

Main Board - Meeting Attendance

NAME OF DIRECTOR	31/03/2021	2/6/2021	26/08/2021	22/11/2021	1/12/2021
Mr. Robert Scharar (Chairman up to 10 August 2021)	√	√	N/a	N/a	N/a
Mr. Eric Chapola (Chairman from 25 August 2021)	N/a	N/a	A	√	√
Mr. Simeon Banda	√	√	√	√	√
Mr. Joseph Malingamoyo	√	√	√	√	√
Mr. Dasford Kamkwamba	√	√	√	√	√
Mr. Sangwani Hara	√	√	√	√	√
Mr. Graham Chipande	√	√	√	A	√
Mrs. Zunzo Mitole	√	√	√	A	A
Mrs. Emily Makuta	√	√	√	√	√

Investment Committee - Meeting Attendance

Name of Director	19/3/2021	26/5/2021	11/8/2021	23/8/2021	24/11/2021
Mr. Simeon Banda	√	√	√	√	√
Mr. Joseph Malingamoyo	√	√	√	√	√
Mr. Dasford Kamkwamba	√	√	√	√	√
Mr. Sangwani Hara	√	√	√	√	A

Finance and Audit Committee - Meeting Attendance

Name of Director	23/3/2021	29/3/2021	20/5/2021	19/8/2021	26/11/2021
Mr. Dasford Kamkwamba	√	√	√	√	√
Mr. Graham Chipande	√	√	√	√	√
Mrs. Zunzo Mitole	√	√	A	√	√

Key:

√ = Attendance

A = Apology

n/a = Not applicable

The following are details of board of directors composition for subsidiary companies:

Chichiri Shopping Centre Limited

Mr. L. Sibande	Chairman*	Throughout the year
Mrs. Z. Mitole	Director*	Throughout the year
Mr. J. Malingamoyo	Director**	Throughout the year

Kang'ombe Investment Limited

Mr. L. Sibande	Director*	Throughout the year
Ms. M. Mdoko	Director*	Up to 5 October 2021
Mr. J. Malingamoyo	Director**	Throughout the year

Lilongwe City Mall Limited

Mr. L. Sibande	Director*	Throughout the year
Mr. C. Chipande	Director*	Throughout the year
Mr D. Kamkwamba	Director**	Throughout the year

NICO Properties Limited

Mr. L. Sibande	Director*	Throughout the year
Mr. D. Kamkwamba	Director**	Throughout the year
Mr. S. Banda	Director**	Throughout the year

Non-Executive Director *

Non-Executive Independent Director **

DIRECTORS' REMUNERATION

There were no executive directors on the board of directors of the Group or its subsidiaries. The directors' fees and remuneration for the Group and its subsidiaries were as follows:

Name of Company	Directors Fees and expenses	
	2021 K'000	2020 K'000
ICON Properties Plc	39 747	21 232
NICO Properties Limited	-	4 151
Chichiri Shopping Centre Limited	-	6 590
Lilongwe City Mall Limited	-	3 142
Kang'ombe Investment Limited	9 646	9 229
Total	49 393	44 344

EXTERNAL AUDITOR'S REMUNERATION

The remuneration of External Auditors for the individual companies in the group is as presented below:

Name of Company	Auditor's Remuneration	
	2021 K'000	2020 K'000
ICON Properties Plc	61 362	37 996
NICO Properties Limited	-	10 947
Chichiri Shopping Centre Limited	-	20 275
Lilongwe City Mall Limited	-	8 523
Kang'ombe Investment Limited	5 732	7 497
Total	67 094	85 238

DONATIONS

No donations were made by the Group Companies during the reporting period.

DIRECTORS' INTERESTS

Register of Interests: -

Standing Notice of Disclosure for the Chairman, Mr. Robert Scharar because of his association with the majority shareholder of ICON Properties plc, NICO Life Insurance Company Limited (NLI). NLI is 51% owned by NICO Holdings plc (NHL), and NHL is 27.9% owned by Africap LLC, a company for which Mr. Robert Scharar is President. Mr. Scharar ceased being Director of the Company on 10 August 2021.

Standing Notice of Disclosure for Mr. Eris Chapola for NICO Life Insurance Company executive position (which is the majority shareholder of ICON Properties plc).

Standing Disclosure for Mrs. Zunzo Mitole because of her association with National Bank of Malawi Pension Fund (shareholder in ICON). Mrs. Mitole is Company Secretary/Legal Counsel for National Bank of Malawi plc.

Standing Disclosure for Mr. Graham Chipande because of his association with Standard Bank Pension Fund. Mr. Graham Chipande is a Senior Manager at Standard Bank plc.

Mr. J. Malingamoyo directly held 862 211 shares (2020: 1 541 152) in the Company.

Mr. Simeon Banda declared his interest in discussions relating to the proposed KFC Drive Thru project at Chichiri Shopping Centre Limited as his firm, SFS Property Consultants, for which he is Managing Partner was engaged by Eris Properties Malawi Limited to prepare the budget estimates.

Standing Notice of Disclosure for Mr. Sangwani Hara for his position as a NICO Holdings plc director (which is the majority shareholder of NICO Life Insurance Company, the majority shareholder of ICON Properties plc). At year end Mr. Hara directly held no shares in the Company (2020: 7 000 000 shares).

Standing Notice of Disclosure for Mrs. Emily Makuta for her position as a NICO Holdings plc executive (which is the majority shareholder of NICO Life Insurance Company, the majority shareholder of ICON Properties plc). At year end Mrs. Makuta directly held 340 000 shares in the Company.

The significant transactions for the year occurred through the balance sheet as the Company progresses in the construction of the hotel in Lilongwe.

ACTIVITIES

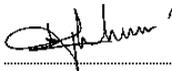
The Company has subsidiary, associate and other investment interests in companies as follows:-

Name of subsidiary	% Holding	Type of business
NICO Properties Limited	100	Property letting
Chichiri Shopping Centre Limited	100	Property letting
Lilongwe City Mall Limited	100	Property letting
Kang'ombe Investment Limited	100	Property letting
Name of investment in shares	% Holding	Type of business
Plantation House	4.98	Property letting

Subsequent to the year end the Company acquired an additional 25% shareholding in Kang'ombe Investment Limited. The Company now owns 100% of Kang'ombe Investment Limited. Effective 1 January 2021 NICO Properties Limited, Chichiri Shopping Centre Limited and Lilongwe City Mall Limited transferred their operations to ICON Properties plc.

AUDITORS

Deloitte, Chartered Accountants, have expressed their willingness to continue in office as Group auditors. A resolution to confirm their appointment as auditors of the Group for the year ending 31 December 2022 and to authorize the Directors to determine their remuneration is to be proposed at the forthcoming annual General meeting.



CHAIRMAN



DIRECTOR

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for the preparation and fair presentation of the consolidated and separate annual financial statements of ICON Properties plc, comprising the consolidated and separate statements of financial position as at 31 December 2021 and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the period then ended, and the notes to the financial statements which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards, and in the manner required by the Companies Act, 2013. In addition, the directors are responsible for preparing the directors' report.

The Companies Act, 2013 also requires the directors to ensure that the Group maintains proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and ensure the financial statements comply with the Companies Act, 2013.

In preparing the consolidated and separate financial statements, the directors accept responsibility for the following:

- Maintenance of proper accounting records;
- Selection of suitable accounting policies and applying them consistently;
- Making judgements and estimates that are reasonable and prudent;
- Compliance with applicable accounting standards, when preparing financial statements; and
- Preparation of consolidated and separate financial statements on a going concern basis unless it is inappropriate to presume the Group and Company will continue in business.

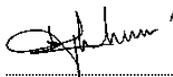
The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management.

The directors have made an assessment of the Group and Company and its subsidiaries abilities to continue as going concerns and have no reason to believe that the Group and Company will not be a going concern in the year ahead.

The external auditor is responsible for reporting on whether the consolidated and separate financial statements give a true and fair view in accordance with International Reporting Standard and in a manner required by the Companies Act, 2013.

Approval of the financial statements

The consolidated and separate financial statements of ICON Properties plc as identified in the first paragraph, were approved by the Board of Directors on 31 March 2022 and are signed on its behalf by:



CHAIRMAN



DIRECTOR



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Blantyre
Malawi

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ICON PROPERTIES PLC

OPINION

We have audited the consolidated and separate financial statements of ICON Properties Plc set out on pages 42 to 106, which comprise the consolidated and separate statements of financial position as at 31 December 2021, and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the Group and Company as at 31 December 2021, and of their consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and in the manner required by the Companies Act, 2013.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to performing audits of financial statements in Malawi, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Partners: N.T. Uka V.W. Beza C.A Kapenda M.C Mwenelupembe (Mrs.)

Associate of Deloitte Africa, a Member of Deloitte Touche Tohmatsu Limited

Key Audit Matters (Continued)

Key audit matter	How our audit addressed the key audit matter
Valuation of investment property (Consolidated and separate financial statements)	
<p>The Group owns investment properties which are carried at fair value in accordance with IAS 40: Investment Property (IAS 40) and IFRS13: Fair Value Measurement (IFRS 13). Significant judgement is required by the Directors in determining the fair value of the investment properties.</p> <p>We identified the valuation of investment properties as representing a key audit matter due to the significance of the balance to the Consolidated and Separate financial statements as a whole, combined with methods used to value the investment properties, the judgement and estimation uncertainty associated with determining the amounts.</p> <p>The significance of the amount to the consolidated and separate financial statements</p> <p>The most significant assets for the Group and Company are investment properties. As disclosed in note 4 of the Consolidated and Separate financial statements, the Group's value of the investment properties is K67.7 billion and K61.3 billion for the Company which makes up approximately 73 % and 67% of the total assets of the Group and the Company respectively.</p> <p>The use of judgement and assumptions by the valuers and complexity of the methods used.</p> <ul style="list-style-type: none"> • The investment properties were revalued as at 31 December 2021 by professional independent property valuation expert using the income and market methods for developed land and buildings and vacant land and these techniques are complex. • The valuation of investment property is of a specialised nature and can rely on judgmental inputs and assumptions. Key areas of judgement relating to inputs into the valuation of investment properties include: <ol style="list-style-type: none"> i. Capitalisation rates: The capitalisation rate (equivalent yield) which is derived from widely available market related data and which is continuously updated based on current market conditions. This requires management to exercise their judgement in the selection of a point in the capitalisation rate range, which is based on the category, condition, gross lettable area (GLA), location and grade of a property. ii. Vacancy rates and projected rental income growth and property expenses are judgemental and determined by management based on property specific information <p><i>The accounting policies relating to investment property are disclosed in note 3.7 and significant accounting judgements, estimates and assumptions in note 3.5.2(i) of the consolidated and separate financial statements for investment properties disclosures</i></p>	<p>To address the key audit matter, we carried out the following audit procedures:</p> <ul style="list-style-type: none"> • Assessed the design and implementation of key controls; • Assessed the competence and objectivity of the management's expert; • Tested the judgements and assumptions used; • Evaluated the accuracy and completeness of the input data used in the valuation by management's expert; • Using internal property valuation expert, we sampled the properties and tested the reasonableness of the judgements used by management's expert; and • Evaluated the conclusions reached in light of our understanding of the Group and its business. • The disclosures pertaining to the investment properties were found to be appropriate and comprehensive in the financial statements. <p><i>We found the valuation of the investment property to be appropriate.</i></p>

Key Audit Matters (Continued)

Key Audit Matter	How the matter was addressed in the audit
<p>Group re-organisation (consolidated and separate financial statements)</p>	
<p>The Group undertook a re-organisation where the assets and liabilities of NICO Properties Limited, Lilongwe City Mall Limited and Chichiri Shopping Centre Limited which are 100% owned subsidiaries of ICON Properties plc were transferred to the ICON Properties plc effective 1 January 2021. The re-organisation was tax exempt per Section 70F of the Taxation Act, and assets and liabilities were transferred at book value.</p> <p>Significant judgement was required by the directors in determining how to account for business combination under common control considering this type of business combination is not covered under the International Financial Reporting Standards. Directors considered the guidance provided in IAS 8 “Accounting policies, changes in accounting estimates and errors” which allows the use of merger accounting. Merger accounting was adopted for the transactions as it is in line with industry practices, does not conflict with other IFRS requirements, reflects the substance of the transaction and result in financial statements that give a true and fair view of the financial position of the combined entity, its financial performance and cash flow.</p> <p>Due to the complexities and judgements arising from the considerations relating to the accounting for the transaction this was considered as a Key Audit Matter</p> <p><i>The accounting policy relating to business combination under common control are disclosed in note 3.3b and Significant accounting judgements, estimates and assumptions in note 3.5.1(iii)</i></p>	<p>To address the key audit matter, we carried out the following audit procedures:</p> <ul style="list-style-type: none"> • We obtained the re-organisation approval and tax exemption letter from the tax authorities; • Agreed the book balances of the assets and liabilities of the companies at the date of re-organisation; • Reviewed the elimination of the investment in the subsidiaries in separate financial statements against the equity of the companies being eliminated; • Reviewed deferred tax at the date of transfer and ensured that deferred tax arising from the investment in subsidiaries is eliminated in separate financial statements; and • We confirmed the treatment of the business combination under common control by assessing the directors’ accounting policy and judgements based on acceptable accounting practice and our experience and knowledge of such transactions. • The disclosures pertaining to common control transactions were found to be appropriate and comprehensive in the consolidated and separate financial statements <p><i>The business combination under common control was correctly accounted for by the Group.</i></p>

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the Directors' Report and the Statement of Directors' Responsibilities, as required by the Companies Act, 2013 which we obtained prior to the date of this auditor's report and the Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor's report thereon. Our opinion on the consolidated and separate financial statements does not cover the other information and we will not express an audit opinion or any form of assurance conclusion thereon.

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

DIRECTORS RESPONSIBILITIES FOR THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

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

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

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

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS (CONTINUED)

- effectiveness of the Group's and Company's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated and separate 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; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and Company to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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



Chartered Accountants
Nkondola Uka
Partner

20 May 2022

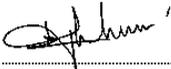
CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION

As at 31 December 2021

	Notes	GROUP		COMPANY	
		2021 K'000	2020 K'000	2021 K'000	2020 K'000
ASSETS					
Non-current assets					
Investment property	4a	67 677 244	64 144 513	61 277 244	12 769 682
Investment in subsidiaries	5.2	-	-	6 776 058	48 658 314
Investment in associate	6	-	-	-	2 119 316
Investment in shares	7	100 437	94 098	100 437	94 098
Investment in treasure note	11.2	11 656 493	11 571 478	11 656 493	11 571 478
Office equipment		7 535	-	7 535	-
Total non-current assets		79 441 709	75 810 089	79 817 767	75 212 888
Current assets					
Tax recoverable	8.2	34 554	406 284	34 554	-
Trade and other receivables	10	2 747 037	1 825 589	2 348 828	821 641
Cash and cash equivalents	11.1	8 253 790	8 292 952	7 745 535	5 287 043
Total current assets		11 035 381	10 524 825	10 128 917	6 108 684
Assets held for sale	9	2 001 000	-	2 001 000	-
Total current assets		13 036 381	10 524 825	12 129 917	6 108 684
TOTAL ASSETS		92 478 090	86 334 914	91 947 684	81 321 572
EQUITY AND LIABILITIES					
Shareholders' equity					
Share capital	12	58 209 424	58 209 424	58 209 424	58 209 424
Restructuring reserve	13	7 841 995	7 841 995	7 841 995	7 841 995
Retained earnings	14	21 853 462	14 957 413	21 692 227	14 012 116
Equity attributable to owners of the company		87 915 403	81 008 832	87 743 646	80 063 535
Non-controlling interests	15.1	-	1 513 797	-	-
Total equity		87 915 403	82 522 629	87 743 646	80 063 535
Non-current liabilities					
Deferred tax	8	2 337 351	3 039 508	2 073 349	1 056 611
Deferred income	17	416 525	361	416 525	-
Total non-current liabilities		2 753 876	3 039 869	2 489 874	1 056 611
Current liabilities					
Trade and other payables	16	1 779 717	644 219	1 714 164	125 318
Tax payable	8.3	39 616	128 197	-	76 108
Total current liabilities		1 819 333	772 416	1 714 164	201 426
TOTAL EQUITY AND LIABILITIES		92 478 090	86 334 914	91 947 684	81 321 572

CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION (CONTINUED)
As at 31 December 2021

The consolidated and separate financial statements of ICON Properties plc were approved by the Board of Directors on 29 March 2022 and are signed on its behalf by:



CHAIRMAN



DIRECTOR

The notes on pages 49 to 106 forms an integral part of these financial statements.

CONSOLIDATED AND SEPARATE STATEMENTS OF COMPREHENSIVE INCOME

For the year ended 31 December 2021

	Notes	GROUP		COMPANY	
		2021 K'000	2020 K'000	2021 K'000	2020 K'000
INCOME					
Rental income	4b	4 875 144	4 912 249	4 165 224	757 689
Dividend income		2 535	2 311	115 043	313 958
Fair value adjustment - investment properties	4a	4 745 269	5 277 212	4 260 668	1 186 807
Fair value adjustment - investment in subsidiaries	5.3	-	-	549 098	4 163 964
Share of associate profits	6	-	-	-	265 088
Fair value adjustment - investment in shares	7	6 339	2 165	6 339	2 165
Other income	18	356 542	381 474	264 551	97 008
Deferred income		8 598	361	8 598	-
Total income		9 994 427	10 575 772	9 369 521	6 786 679
EXPENSES					
Administrative expenses	19	(1 860 278)	(1 150 603)	(1 747 567)	(300 376)
Operating expenses	20	(1 093 288)	(972 741)	(916 229)	(204 621)
Total expenses		(2 953 566)	(2 123 344)	(2 663 796)	(504 997)
Operating income before interest and tax		7 040 861	8 452 428	6 705 725	6 281 682
Finance income	21	2 917 823	2 846 523	2 883 441	3 845 221
Profit before tax		9 958 684	11 298 951	9 589 166	10 126 903
Taxation charge	22	(1 235 732)	(2 504 841)	(1 138 775)	(2 197 924)
Profit for the year		8 722 952	8 794 110	8 450 391	7 928 979
Attributable to:					
Owners of the parent		8 612 739	8 604 761	-	-
Non-controlling interests		110 159	189 349	-	-
Profit for the year		8 722 952	8 794 110	-	-
Basic and Diluted Earnings per share (tambala)					
	23	129	129	-	-

The notes on pages 49 to 106 forms an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY
For the year ended 31 December 2021

	Notes	Share capital K'000	Share premium K'000	Restructuring reserves K'000	Retained earnings K'000	Total attributable to shareholder K'000	Non-controlling interest K'000	Total K'000
GROUP								
2021								
	11	6 680 000	51 529 424	7 841 995	14 957 413	81 008 832	1 513 797	82 522 629
		-	-	-	8 612 793	8 612 793	110 159	8 793 063
		-	-	-	-	-	(37 500)	(37 500)
		-	-	-	(113 544)	(113 544)	(1 586 456)	(1 700 000)
		-	-	-	(1 603 200)	(1 603 200)	-	(1 603 200)
		6 680 000	51 529 424	7 841 995	21 853 462	87 904 881	-	87 904 881
2020								
	11	58 209 424	-	7 841 995	7 822 252	73 873 671	1 361 159	75 234 830
		-	-	-	8 604 761	8 604 761	189 349	8 794 110
		-	-	-	(1 469 600)	(1 469 600)	(36 711)	(1 506 311)
		58 209 424	-	7 841 995	14 957 413	81 008 832	1 513 797	82 522 629

The notes on pages 49 to 106 forms an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY (CONTINUED)

For the year ended 31 December 2021

Notes	Share capital K'000	Share premium K'000	Restructuring reserves K'000	Retained earnings K'000	Total attributable to shareholder K'000	Non-controlling interest K'000	Total K'000
COMPANY							
2021							
Balance at 1 January	6 680 000	51 529 424	7 841 995	14 012 116	80 063 535	-	80 063 535
Profit for the year	-	-	-	8 450 391	8 450 391	-	8 450 391
Dividends declared by the associate	-	-	-	-	-	-	-
Reversal of subsidiary deferred tax	-	-	-	832 920	832 920	-	832 920
on reorganisation	-	-	-	(1 603 200)	(1 603 200)	-	(1 603 200)
Dividend paid	-	-	-	-	-	-	-
Balance at 31 December	6 680 000	51 529 424	7 841 995	21 692 227	87 743 646	-	87 743 646
2020							
Balance at 1 January	58 209 424	-	7 841 995	7 552 737	-	-	73 604 156
Profit for the year	-	-	-	7 928 979	-	-	7 928 979
Dividends paid	-	-	-	(1 469 600)	-	-	(1 469 600)
Balance at 31 December	58 209 424	-	7 841 995	14 012 116	-	-	80 063 535

The notes on pages 49 to 106 forms an integral part of these financial statements.

CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS

For the year ended 31 December 2021

	Notes	GROUP		COMPANY	
		2021 K'000	2020 K'000	2021 K'000	2020 K'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax		9 958 684	11 298 951	9 589 166	10 126 903
Fair value adjustments - Investment properties		(4 745 269)	(5 277 212)	(4 260 668)	(1 186 807)
Fair value adjustments - Investment in subsidiaries		-	-	(549 098)	(4 163 964)
Fair value adjustments - Investment in shares		(6 339)	(2 165)	(6 339)	(2 165)
Interest income	21	(2 917 823)	(2 846 523)	(2 883 441)	(3 845 221)
Share of associate profit	6	-	-	-	(265 088)
Dividend received		(2 535)	(2 311)	(115 043)	(313 958)
Depreciation		3 268	-	3 268	-
Operating profit before working capital changes		2 289 986	3 170 740	1 777 845	349 700
(Increase)/decrease in receivables		(66 448)	(356 409)	24 997	599 474
Increase/(decrease) in payables		551 662	(624 174)	172 980	(49 405)
Cash generated from/(used in) operations		2 775 200	2 190 157	1 975 823	899 769
Income tax paid		(1 654 740)	(2 089 878)	(1 478 501)	(1 751 357)
Net cash generated from/(used in) operating activities		1 120 460	100 279	497 322	(851 588)
CASH FLOWS FROM INVESTING ACTIVITIES					
Interest received	21	2 832 808	2 716 767	2 798 426	3 715 465
Dividend received		2 535	2 311	115 043	365 352
Additions to equipment		(10 803)	-	(10 803)	-
Additions to investment properties	4	(139 152)	(240 215)	(123 753)	(163 267)
Additions to work in progress	4	(649 310)	(726 639)	(649 310)	(304 809)
Purchase of equity stake from non-controlling interest		(1 700 000)	-	(1 700 000)	-
Advances received		145 000	-	400 000	-
Cash received from subsidiary companies in reorganisation		-	-	2 734 767	-
Net cash used in investing activities		481 078	1 752 224	3 564 370	3 612 741

CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS (CONTINUED)

For the year ended 31 December 2021

Notes	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
CASH FLOWS FROM FINANCING ACTIVITIES				
Dividend paid	(1 603 200)	(1 469 600)	(1 603 200)	(1 469 600)
Dividend paid - non -controlling interest	(37 500)	(36 711)	-	-
Net cash used in financing activities	(1 640 700)	(1 506 311)	(1 603 200)	(1 469 600)
Net (decrease)/ increase in cash and cash equivalents	(39 162)	346 192	2 458 492	1 291 553
Cash and cash equivalents at 1 January	8 292 952	7 946 760	5 287 043	3 995 490
Cash and cash equivalents at 31 December 11.1	8 253 790	8 292 952	7 745 535	5 287 043

1. INTRODUCTION

1.1 General information

ICON Properties plc (the Group) was incorporated in Malawi as a private limited company on 4 June 2018. ICON is a property holding company formed with the objective of owning, leasing, managing and developing commercial, industrial and retail property.

The address of registered office is Chibisa House, 19 Glyn Jones road, P O Box 3173 Blantyre.

1.2 Group restructuring

ICON Properties plc's shareholders had investments in property and property owning companies. The shareholders restructured the property portfolio to hold the various property interests in one company, ICON Properties plc, which was eventually listed on the Malawi Stock Exchange to increase its options for raising capital to fund its future investment plans. The restructuring, therefore, involved an offer to shareholders of Kang'ombe Investment Limited, Chichiri Shopping Centre Limited, Lilongwe City Mall Limited and NICO Properties Limited to transfer their shareholding in the respective companies in exchange for shares in ICON Properties plc. In addition, Nico Life Insurance Company Limited, Standard Bank plc Pension Fund and Toyota Malawi Limited Pension Fund transferred their interest in properties to ICON Properties plc.

Under the Taxation Act, the transfer of the assets to ICON Properties plc is a deemed disposal and subject to capital gains tax.

The restructuring was carried out using Section 70E of the Taxation Act, whereby the related capital gains tax on the deemed disposals of these investments was deferred and transferred to ICON Properties plc and can only crystallise in the event that these assets are disposed of by ICON Properties plc. The quantum of the deferred capital gains tax as at 1 January 2018 was agreed with the Malawi Revenue Authority and is included as part of the deferred tax in note 8 to the financial statements.

The shares were allocated to investors on the basis of the value of their gross investment as adjusted for the related deferred capital gains tax, i.e. the net investment after tax.

Following the restructuring, ICON Properties plc has equity interests in the following companies, in addition to owning property in its own name:

- NICO Properties Limited (NPL) (100%);
- Chichiri Shopping Centre Limited (CSC) (100%);
- Lilongwe City Mall Limited (LCM) (100%);
- Kang'ombe Investment Limited (KIL) (75%)*; and
- Plantation House Investments Limited (4.98%).

As noted above, the consideration was in the form of exchange of shares in the respective companies for shares in ICON Properties plc.

*ICON directly acquired 35% shareholding in Kang'ombe Investment Limited (KIL) making it an associate to the Group. However, ICON also acquired 100% shareholding of NICO Properties Limited which had 40% shareholding in KIL. Ultimately, ICON Properties plc acquired a combined 75% shareholding in KIL making it its subsidiary. The non-controlling interest relates to the remaining 25% shareholding in KIL.

1. INTRODUCTION (CONTINUED)

1.3. Group re-organisation-Business combination under common control

The Company underwent a re-organization effective 1 January 2021 where the assets and liabilities of NICO Properties Limited, Lilongwe City Mall Limited, and Chichiri Shopping Centre Limited which are 100% owned subsidiaries of ICON plc will be transferred to the Parent Company. The transfer was executed at book value of all assets and liabilities for all components at the date of transfer. The accounting policy on business combination has been disclosed on note 3.3b

The re-organisation was carried out using Section 70F of the Taxation Act.

Subsequent to year end, the assets and liabilities of Kang'ombe Investment Limited which is a 100% owned subsidiary of ICON plc will also be transferred to the Parent Company.

1.4. Going concern basis of accounting

The financial statements have been prepared on a going concern basis, which assumes that the Group will have adequate resources to continue in operation for the foreseeable future.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

2.1 Standards and Interpretations affecting amounts reported and/or disclosed in the financial statements

In the current year, the Group has adopted those new and revised Standards and Interpretations issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committee of the International Accounting Standards Board that are relevant to its operations and are effective for annual reporting periods beginning on or after 1 January 2020.

The adoption of these new and revised Standards and Interpretations did not have a significant impact on the financial statements of the Group.

2.2 Standards and Interpretations in issue, not yet effective

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2021, and have not been applied in preparing these financial statements. Those which may be relevant to the Group are set out below. The Group does not plan to adopt these standards early. These will be adopted in the period that they become mandatory unless otherwise indicated:

Effective date	Standard, Amendment or Interpretation
Annual periods beginning on or after 1 January 2023	<p>Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)</p> <p>The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.</p>

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)
2.2 Standards and Interpretations in issue, not yet effective (Continued)

Effective date	Standard, Amendment or Interpretation
Annual reporting periods beginning on or after 1 January 2022	<p>Reference to the Conceptual Framework (Amendments to IFRS 3)</p> <p>The amendments update an outdated reference to the Conceptual Framework in IFRS 3 without significantly changing the requirements in the standard.</p>
Annual reporting periods beginning on or after 1 January 2022	<p>Property, Plant and Equipment – Proceeds before Intended Use (Amendments to IAS 16)</p> <p>The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in profit or loss.</p>
Annual reporting periods beginning on or after 1 January 2022	<p>Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)</p> <p>The amendments specify that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).</p>
Annual reporting periods beginning on or after 1 January 2022	<p>Annual Improvements to IFRS Standards 2018–2020</p> <p>Makes amendments to the following standards:</p> <p>IFRS 1 - The amendment permits a subsidiary that applies paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent’s date of transition to IFRSs.</p> <p>IFRS 9 - The amendment clarifies which fees an entity includes when it applies the ‘10 per cent’ test in paragraph B3.3.6 of IFRS 9 in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other’s behalf.</p> <p>IFRS 16 - The amendment to Illustrative Example 13 accompanying IFRS 16 removes from the example the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.</p>

The directors anticipate that these Standards and Interpretations in future periods will have no significant impact on the financial statements of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Statement of compliance

The consolidated and separate financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB) and provisions of the Companies Act, 2013.

Basis of accounting

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

- Financial instruments at fair value through profit or loss are measured at fair value;
- Investment property is measured at fair value;
- Investments in subsidiaries, joint ventures and associates are measured at fair value in the company financial statements; and

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 and 3 based on the degree to which inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated and separate financial statements, and have been applied consistently by Group entities.

The consolidated financial statements incorporate the financial statements of the Company and entities that are controlled by the company and its subsidiaries. Under the Companies Act, 2013 and International Financial Reporting Standard 10, Consolidated Financial Statements, control is achieved when the company:

- Has power over the investee;
- Is exposed, or has rights to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3.2 Basis of consolidation

When the company has less than a majority of the voting rights of an investee, it has power when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The company considers all relevant facts and circumstances in assessing whether or not the company's voting rights in an investee are sufficient to give it power, including:

- The size of the company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the company has, does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the company obtains control over the subsidiary and ceases when the company loses control of the subsidiary. Specifically, assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Basis of consolidation (Continued)

statement of comprehensive income and financial position from the date the company gains control until the date when the company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

In the separate financial statements the investments are measured at fair value. These are valued on a regular basis by external valuers.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between:

- The aggregate of the fair value of the consideration received and the fair value of any retained interest; and
- The previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group has directly disposed of the related assets or liabilities of the subsidiary. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3.3.a Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquire and equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.3.a Business combinations (Continued)

arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;

- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 *Share Based Payments* at the acquisition date;
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.
- Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed
- If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain; and
- Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable on the basis specified in another IFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination.

Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is re-measured at subsequent reporting dates in accordance with IFRS 9 *Financial Instruments*, or IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.3.a Business combinations (Continued)

loss when such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

3.3.b Business combination under common control

Business combinations involving entities under common control are outside the scope of IFRS3 “*Business combinations*”, and there is no other specific IFRS guidance. Accordingly, management have used its judgement to develop an accounting policy that is relevant and reliable, in accordance with IAS 8 “*Accounting policies, changes in accounting estimates and errors*”. To develop the group policy on business combination under common control the management considered:

- The requirements in IFRS Standards dealing with similar and related issues. In some cases, because IFRS 3 deals with business combinations, companies apply the requirements of IFRS 3 to report business combinations under common control, despite the scope exclusion in that Standard;
- Guidance in the Conceptual Framework for Financial Reporting (Conceptual Framework); and
- The most recent pronouncements issued by other standard-setting bodies that meet specified criteria. Some such bodies have issued requirements or guidance on reporting business combinations under common control.

The group adopted pooling of interests or book value-type method which is widely accepted in accounting for common control combinations under IFRS. Under a pooling of interests-type method, the assets and liabilities of the acquiree are recorded at book value not fair value, no goodwill is recorded, any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities (as adjusted to achieve uniform accounting policies) and any expenses of the combination are written off immediately in the statement of comprehensive income

3.4 Investments in associates and Joint Ventures

An associate is an entity over which the Group has significant influence. 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.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5 *Non-Current Assets Held of Sale and Discontinued Operations*.

Under the equity method, an investment in an associate or a joint venture is initially recognised in

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.4 Investments in associates and Joint Ventures (Continued)

the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 *Impairment of Assets* are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 *Impairment of Assets* to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9.

The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the associate or joint venture is disposed of.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no re-measurement to fair value upon such changes in ownership interests. When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.4 Investments in associates and Joint Ventures (Continued)

When a Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group. In the Company's separate financial statements, investments in associates and joint ventures are carried at fair value.

3.5 Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

3.5.1 Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

i. Leases

The Group applied the following judgements that significantly affect the determination of the amount and timing of income from lease contracts where the Group acts as a lessor:

• Determination of the lease term

As a lessor, the Group enters into lease agreements that contain options to terminate or to extend the lease. These options are generally exercisable after an initial period of 4 to 6 years. At commencement date, the Group determines whether the lessee is reasonably certain to extend the lease term or not to terminate the lease.

To make this analysis, the Group takes into account any difference between the contract terms and the market terms, any significant investments made by the lessee in the property, costs relating to the termination of the lease and the importance of the underlying asset to the lessee's operations. In many cases the Group does not identify sufficient evidence to meet the required level of certainty.

• Property lease classification - the Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains all the significant risks and rewards of ownership of this property and accounts for the contracts as operating leases.

ii. Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determination of performance obligations

With respect to the sale of property, the Group concluded the goods and services transferred in each contract constitute a single performance obligation. In particular, the promised goods and services in contracts for the sale of property under development mainly include design work, procurement of materials and development of the property. Generally, the Group is responsible for all these goods and services and the overall management of the project. Although these goods and services are capable of

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.5 Significant accounting judgements, estimates and assumptions (Continued)

being distinct, the Group accounts for them as a single performance obligation because they are not distinct in the context of the contract. The Group uses those goods and services as inputs and provides a significant service of integrating them into a combined output i.e., the completed property for which the customer has contracted.

In relation to the services provided to tenants of investment property (such as cleaning, security, landscaping, reception services, catering) as part of the lease agreements into which the Group enters as a lessor, the Group has determined that the promise is the overall property management service and that the service performed each day is distinct and substantially the same. Although the individual activities that comprise the performance obligation vary significantly throughout the day and from day to day, the nature of the overall promise to provide management service is the same from day to day.

Therefore, the Group has concluded that the services to tenants represent a series of daily services that are individually satisfied over time, using a time-elapsed measure of progress, because tenants simultaneously receive and consumes the benefits provided by the Group.

Principal versus agent considerations - services to tenants

The Group arranges for certain services provided to tenants of investment property included in the contract the Group enters into as a lessor, to be provided by third parties. The Group has determined that it controls the services before they are transferred to tenants, because it has the ability to direct the use of these services and obtain the benefits from them. In making this determination, the Group has considered that it is primarily responsible for fulfilling the promise to provide these specified services because it directly deals with tenants' complaints and it is primarily responsible for the quality or suitability of the services.

In addition, the Group has discretion in establishing the price that it charges to the tenants for the specified services. Therefore, the Group has concluded that it is the principal in these contracts. In addition, the Group has concluded that it transfers control of these services over time, as services are rendered by the third-party service providers, because this is when tenants receive and at the same time, consume the benefits from these services.

iii. **Business combinations**

The Group acquires subsidiaries that own real estate. At the time of acquisition, the Group considers whether each acquisition represents the acquisition of a business or the acquisition of an asset. The Group accounts for an acquisition as a business combination where an integrated set of activities and assets, including property, is acquired.

When the acquisition of subsidiaries does not represent a business combination, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognised.

iv. **Consolidation and joint arrangements**

The Group has determined that it controls and consolidates the subsidiaries in which it has control over those subsidiaries. Control exist when the Group has power over the investee, exposure or rights to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect the amount of the investee's returns. The financial statements of subsidiary are include in the financial statements from the date that control commences until that control ceases

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.5 Significant accounting judgements, estimates and assumptions (Continued)

v. Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the periods presented.

vi. Deferred tax on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has recognised any deferred taxes on changes in fair value of investment properties as the Group is subject to income taxes on the fair value changes of the investment properties on disposal.

vii. Restructuring of the Group

ICON Properties plc merged with its subsidiaries Chichiri Shopping Center Limited, Nico Properties Limited and Lilongwe City Mall Limited which were 100% owned subsidiaries of ICON Properties plc. The transaction was effective 1 January 2021. The merger of the subsidiaries was approved as a Qualified Reorganisation under Section 70F of the Taxation Act by the Malawi Revenue Authority. As a result, all the four entities were considered as one for taxation purposes.

This approved qualified reorganisation was effectively a combination of the four property companies. The accounting standard that deals with this type of transaction is IFRS 3 *Business Combinations*. However, this accounting standard does not apply to a combination of entities or businesses under common control. There is no accounting standard which addresses the treatment of a combination of entities under common control or one which allows merger accounting. The directors believe that the transaction should be accounted for using the principles of merger accounting. The reasons for this position are detailed out below:

- In the framework for Preparation and Presentation of Financial Statements issued by the International Accounting Standards Board the concept of faithful representation of information is discussed as "to be reliable, information must represent faithfully the transactions and other events it either purports to represent or could reasonably be expected to represent. Most financial information is subject to some risk of being less than a faithful representation of that which it purports to portray. This is not due to bias, but rather to inherent difficulties either in identifying the transactions and other events to be measured or in devising and applying measurement and presentation techniques that

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.5 Significant accounting judgements, estimates and assumptions (Continued)

vii. Restructuring of the Group (Continued)

convey the messages that correspond with those transactions and events", and

· The framework also considers the issue of substance over form "if information is to represent faithfully the transactions and other events that it purports to represent, it is necessary that they are accounted for and presented in accordance with their substance.

The directors' objective is to make a faithful representation of the transaction which is in effect a merger of the four entities. The directors believe the two overarching principles of accounting allow an entity to transfer the assets from one company to another at their book values because the economic reality is that the two entities are combining.

3.5.2 Estimates and assumptions

The key assumptions concerning future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i. Valuation of investment property

The fair value of investment property is determined by real estate valuation experts using recognised valuation techniques and the principles of IFRS 13 Fair Value Measurement. Investment property is measured based on estimates prepared by independent real estate valuation experts, except where such values cannot be reliably determined.

In one case, the fair value of the investment property under development could not be reliably determined because it is situated in an area in which there is considerable political uncertainty and economic instability. Therefore, the circumstances do not allow for a reliable fair value estimate to be made; this property is recorded at cost.

ii. Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies

iii. Loss allowance for trade and other receivables

The company provides credit terms to some customers. Management is aware that certain debts due to the Company may not be recoverable either in part or in full. The company always recognises lifetime ECL for trade receivables and other receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.6 Foreign currency translation

3.6.1 Functional and presentation currency

The financial information is presented in Malawi Kwacha, which is the Group's functional and presentation currency. Except as indicated, financial information presented in Malawi Kwacha has been rounded to the nearest thousand.

3.6.2 Transactions and balances

Transactions in currencies other than the Group's functional currency (foreign currencies) are translated at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are re-translated to the functional currency at the rates prevailing at that date.

Foreign currency gains or losses arising on the settlement of monetary items, and on the translation of monetary items, are included in the profit or loss. When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

3.7 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

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

After initial recognition, investment property is carried at fair value. Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable.

Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. Valuations are performed as of the end of the reporting period by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the financial statements.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Changes in fair values are recognised in profit or loss. Investment properties are derecognised when they have been disposed.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment.

Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.7 Investment property (Continued)

Fair value gains and losses, net of tax are transferred to non-distributable reserves in the statement of changes in equity each year.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

3.8 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised in the Group's and company's statement of financial position when the Group / Company becomes a party to the contractual provisions of the instrument.

3.8.1 Financial assets

3.8.1.1 Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15 *Revenue from Contracts with Customers*, all financial assets are initially measured at fair value adjusted for transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- Amortised cost;
- Fair value through profit or loss (FVTPL); and
- Fair value through other comprehensive income (FVTOCI).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. An assessment of business models for managing financial assets is fundamental to the classification of a financial asset. The Group determines the business models at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. The Group's business model does not depend on management's intentions for an individual instrument, therefore the business model assessment is performed at a higher level of aggregation rather than on an instrument-by-instrument basis. The Group applies the following business models:-

- i. Holding financial instruments for trading to maximize income and reduce losses;
- ii. Holding financial instruments to maturity. Thus the Group receives only principal and interest from the financial instruments; and
- iii. Holding financial instruments for liquidity management.

With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

3.8.1 Financial assets (Continued)

3.8.1.1 Classification and initial measurement of financial assets (Continued)

at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

Debt and loan instruments that are held by the Group whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI), are measured at amortised cost.

For an asset to be classified and measured at amortised cost, its contractual terms should give rise to cash flows that are solely payments of principal and interest on the principal outstanding.

For the purpose of SPPI test, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin. The SPPI assessment is made in the currency in which the financial asset is denominated.

Contractual cash flows that are SPPI are consistent with the basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to the basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form.

The Group recognises loss allowances for expected credit losses on the financial instruments that are not measured at FVTPL but are carried at amortised cost: No impairment loss is recognised on equity investments. IFRS 9 eliminates impairment assessment requirements for investments in equity instruments as they are only measured at FVPL or FVTOCI without recycling of fair value changes to profit and loss.

3.8.1.2 Subsequent measurement of financial assets

Subsequently, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss.

3.8.1.3 Financial assets at amortised cost (debt instruments)

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

3.8.1.3 Financial assets at amortised cost (debt instruments) (Continued)

Financial assets at amortised cost are subsequently measured using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. For financial assets other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

For debt instruments at fair value through OCI, interest income calculated using the effective interest method, foreign exchange revaluation and impairment losses or reversals are recognised in the

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

3.8.1.3 Financial assets at amortised cost (debt instruments) (Continued)

Amortised cost and effective interest method (Continued)

statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

3.8.1.4 Financial assets designated at fair value through OCI (equity instruments)

On initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- It is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Gains and losses arising from changes in fair value of these financial assets are recognised in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss is not be reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9 except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its non-listed equity investments under this category.

3.8.1.5 Financial assets at fair value through profit or loss

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition (see (iii) above).
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria (see (i) and (ii) above) are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

3.8.1.6 Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Foreign exchange gains and losses are recognised as follows:

- on financial assets at FVTPL and at amortised cost, are recognised in profit or loss;
- on equity instruments at FVTOCI are recognised in other comprehensive income; and
- on debt instruments held at FVTOCI are recognised in profit or loss, with the foreign currency element not based on the amortised cost being recognised in other comprehensive income.

3.8.1.7 Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables, loans and advances and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group recognises lifetime ECL for its financial instruments unless there has been no significant increase in credit risk since initial recognition. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date. Both Lifetime ECL and 12-month ECL are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments. The collective assessment is based on the Group's customer classification per industrial sectors as disclosed in note 6.4.5.

Expected credit losses on trade receivables, finance lease receivables and contract assets are determined using the simplified approach. Under this approach expected credit losses are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

3.8.1.8 Significant increase in credit risk

The Group performs an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition. In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

3.8.1.9 Significant increase in credit risk

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- An actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- Significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor; and
- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- The financial instrument has a low risk of default; and
- The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk where the borrower has a strong capacity to meet their contractual cashflow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. It also considers assets in the investment grade category to be low credit risk assets.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

3.8.1.9 Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

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

3.8.1.10 Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- a. Significant financial difficulty of the issuer or the borrower;
- b. A breach of contract, such as a default or past due event;
- c. The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- d. It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- e. The disappearance of an active market for that financial asset because of financial difficulties.

3.8.1.11 Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

3.8.2 Financial liabilities and equity

3.8.2.1 Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3.8.2.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

3.8.2.3 Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Subsequent measurement

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- It has been acquired principally for the purpose of repurchasing it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together;
- And has a recent actual pattern of short-term profit-taking; or
- It is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship (see Hedge accounting policy). The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item (note 11) in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)
3.8 Financial instruments (Continued)

Subsequent measurement (Continued)

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not

- i. contingent consideration of an acquirer in a business combination,
- ii. held-for-trading, or
- iii. designated as at FVTPL,

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

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

Financial guarantee contract liabilities

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- The amount of the loss allowance determined in accordance with IFRS 9; and
- The amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies set out above.

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the profit or loss for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Subsequent measurement (Continued)

Financial guarantee contract liabilities (Continued)

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'finance costs' line item in profit or loss for financial liabilities that are not part of a designated hedging relationship.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

De-recognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3.9 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Cash and cash equivalents are measured at amortised cost in the statement of financial position.

3.10. Leases

Group as a lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.10. Leases (Continued)

Group as a lessor (Continued)

reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component.

Group as a lessee

i. Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

ii. Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

iii. Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.11 Income and deferred tax

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Group's financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.11 Income and deferred tax (Continued)

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in the statement of comprehensive income, except when they relate to items that are recognised outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in the accounting for the business combination.

3.12 Provision

A provision is recognised in the statement of financial position when the Group has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefit will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and where appropriate, the risks specific to the liability.

3.13 Revenue recognition

The Group's key sources of income include: rental income, services to tenants, and interest income. The accounting for each of these elements is discussed below. The Company's main revenue is own property rentals and interest income.

i. Rental income

The Group earns revenue from acting as a lessor in operating leases which do not transfer substantially all of the risks and rewards incidental to ownership of an investment property. In addition, the Group subleases investment property acquired under head leases with lease terms exceeding 12 months at commencement. Subleases are classified as a finance lease or an operating lease by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying investment property. All the Group's subleases are classified as operating leases. Rental income arising from operating leases on investment property is accounted for on a straight-line basis over the lease term and is included in revenue in the statement of profit or loss due to its operating nature, except for contingent rental income which is recognised when it arises. Initial direct costs incurred in negotiating and arranging an operating lease are recognised as an expense over the lease term on the same basis as the lease income.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**3.13 Revenue recognition (Continued)****i. Rental income (Continued)**

Lease incentives that are paid or payable to the lessee are deducted from lease payments. Accordingly, tenant lease incentives are recognised as a reduction of rental revenue on a straight-line basis over the term of the lease. The lease term is the non-cancellable period of the lease together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the Group is reasonably certain that the tenant will exercise that option.

ii. Revenue from services to tenants

For investment property held primarily to earn rental income, the Group enters as a lessor into lease agreements that fall within the scope of IFRS 16. These agreements include certain services offered to tenants (i.e., customers) including common area maintenance services (such as cleaning, security and landscaping as well as other support services (e.g., reception services, catering and other event related services). The consideration charged to tenants for these services are reimbursement of certain expenses incurred. These services are specified in the lease agreements and separately invoiced.

The Group has determined that these services constitute distinct non-lease components (transferred separately from the right to use the underlying asset) and are within the scope of IFRS 15. The Group allocates the consideration in the contract to the separate lease and revenue (non-lease) components on a relative stand-alone selling price basis.

In respect of the revenue component, these services represent a series of daily services that are individually satisfied over time because the tenants simultaneously receive and consume the benefits provided by the Group. The Group applies the time elapsed method to measure progress. The consideration charged to tenants for these services is based on a percentage of the rental income. The variable consideration only relates to the non-lease component and is allocated to each distinct period of service (i.e., each day) as it meets the variable consideration allocation exception criteria.

The Group arranges for third parties to provide certain of these services to its tenants. The Group concluded that it acts as a principal in relation to these services as it controls the specified services before transferring them to the customer. Therefore, the Group records revenue on a gross basis.

iii. Interest income

Interest income for all interest-bearing financial instruments except for those classified as held for trading or designated at fair value through profit and loss are recognised within "revenues" in the statement of comprehensive income using the effective interest rate method.

The effective interest rate method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.13 Revenue recognition (Continued)

iii. Interest income (Continued)

reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

iv. Income from investments

Income from investments includes dividend income and increase in fair value of investments in unlisted companies.

Dividend income is recognised when the right to receive income is established.

Increase in fair value of investments designated at fair value through profit or loss includes all realised and unrealised fair value changes.

iv. Other income

The Group's other revenue arises mainly from income from activities held at shopping centres.

To determine whether to recognise revenue, the Group follows a 5-step process:

- Identifying the contract with a customer;
- Identifying the performance obligations;
- Determining the transaction price;
- Allocating the transaction price to the performance obligations; and
- Recognising revenue when/as performance obligation(s) are satisfied.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers. Revenue is measured at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services and excludes any amounts collected on behalf of third parties.

3.14 Share capital and dividends

i. Ordinary shares

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12 – Income taxes.

ii. Dividends on ordinary shares

Dividends on ordinary shares are recognised in equity in the period in which they are approved by the directors.

iii. Dividend per share

The calculation of dividend per share is based on the ordinary dividends recognised during the period divided by the number of ordinary shareholders on the register of shareholders on the date of payment.

iv. Earnings per share

The calculation of basic earnings per share is based on the profit or loss attributable to ordinary shareholders for the year and the weighted average number of shares in issue throughout the year.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.14 Share capital and dividends (Continued)

iv. Earnings per share (CONTINUED)

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees. Where new equity shares have been issued by way of capitalisation or subdivision, the profit is apportioned over the shares in issue after the capitalisation or subdivision and the corresponding figures for all earlier periods are adjusted accordingly.

v. Equity instruments

Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

3.15 Fair value measurement

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

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Group determines that the fair value at initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value at initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price. Portfolios of financial assets and financial liabilities that are exposed to market risk and credit risk that are managed by the Group on the basis of the net exposure to either market or credit risk are measured on the basis of a price that would be received to sell a net long position (or paid to transfer a net short position) for a particular risk exposure. Those portfolio-level adjustments are allocated to the individual assets and liabilities on the basis of the relative risk adjustment of each of the individual instruments in the portfolio.

The fair value of a demand deposit is not less than the amount payable on demand, discounted from the first date on which the amount could be required to be paid.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.15 Fair value measurement (Continued)

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

4. INVESTMENT PROPERTY

	Land K'000	Buildings K'000	Work in progress K'000	Total K'000
GROUP				
2021				
As at 1 January	347 500	63 432 179	364 834	64 144 513
Additions	-	139 152	649 310	788 462
Transfer from work in progress	-	679 382	(679 382)	-
Transfer to non-current assets held for sale	-	(2 001 000)	-	(2 001 000)
Fair value adjustment	33 500	4 711 769	-	4 745 269
As at 31 December	381 000	66 961 482	334 762	67 677 244
2020				
As at 1 January	327 000	55 935 144	1 638 303	57 900 447
Additions	-	240 215	726 639	966 854
Transfer from work in progress	-	2 000 108	(2 000 108)	-
Fair value adjustment	20 500	5 256 712	-	5 277 212
As at 31 December	347 500	63 432 179	364 834	64 144 513
COMPANY				
2021				
As at 1 January	347 500	12 063 574	358 608	12 769 682
Additions	-	123 753	649 310	773 063
Transfer from work in progress	-	707 588	(707 588)	-
Transfer of subsidiary property to parent Company	-	45 474 831	-	45 474 831
Transfer of non-current assets to held for sale	-	(2 001 000)	-	(2 001 000)
Fair value adjustment	33 500	4 227 168	-	4 260 668
As at 31 December	381 000	60 595 914	300 330	61 277 244
2020				
As at 1 January	327 000	10 743 000	53 799	11 114 799
Additions	-	163 267	304 809	468 076
Fair value adjustment	20 500	1 186 807	-	1 186 807
As at 31 December	347 500	12 063 574	358 608	12 769 682

4. INVESTMENT PROPERTY (CONTINUED)

The additions relate to value enhancing expenditure.

The fair value of the investment property for the Group as at 31 December 2021 has been arrived at on the basis of a valuation carried out by:

- T.G. Msonda, Bsc, MRICS, MSIM Chartered Valuer for ICON direct portfolio and Lilongwe City Mall portfolio;
- Nickson S.C. Mwanyali, Bsc (Est. Man), Dip (Bus Mngt), MSIM of Knight Frank for Chichiri Shopping Centre and Kang'ombe Investments Limited portfolios; and
- G. M. Wawanya, Bsc, PGdip, MRIC, MSIM of Landed Property Agents for NICO Properties portfolio.

All valuers were independent, professionally qualified and not related to the Group. Each valuer holds a recognised relevant professional qualification and has recent experience in valuation of properties in the locations and segments of the investment property valued.

The fair value of developed land was determined based on the capitalisation of net income derived from the property. The income has been capitalised at market related rates after consideration of the rental profiles and all relevant factors affecting the property market. The fair value of vacant land has been determined on the basis of a collation and analysis of appropriate comparable transactions, together with the evidence of demand within the vicinity of the subject property.

In estimating the fair value of the property, the highest and best use of the property is their current use.

4. INVESTMENT PROPERTY (CONTINUED)

Details of the Group's investment property and information about the fair value hierarchy as at 31 December 2021 are as follows:

	Level 1 K'000	Level 2 K'000	Level 3 K'000	Total K'000
Vacant land	-	381 000	-	381 000
Capital work in progress	-	334 762	-	334 762
Developed land and buildings	-	-	66 961 482	66 961 482
Total	-	715 762	66 961 482	67 677 244

Details of the company's investment property and information about the fair value hierarchy as at 31 December 2021 are as follows:

	Level 1 K'000	Level 2 K'000	Level 3 K'000	Total K'000
Vacant land	-	381 000	-	381 000
Capital work in progress	-	300 330	-	300 330
Developed land and buildings	-	-	60 595 914	60 595 914
Total	-	681 300	60 595 914	61 277 244

There were no transfers between levels 1 and 2 during the year.

Details of the Group's investment property and information about the fair value hierarchy as at 31 December 2020 were as follows:

	Level 1 K'000	Level 2 K'000	Level 3 K'000	Total K'000
Vacant land	-	345 000	-	345 000
Developed land and buildings	-	-	63 799 513	63 799 513
Total	-	345 000	63 799 513	64 144 513

Details of the company's investment property and information about the fair value hierarchy as at 31 December 2020 were as follows:

	Level 1 K'000	Level 2 K'000	Level 3 K'000	Total K'000
Vacant land	-	345 000	-	345 000
Developed land and buildings	-	-	12 424 682	12 424 682
Total	-	345 000	12 424 682	12 769 682

There were no transfers between levels 1 and 2 during the year.

4. INVESTMENT PROPERTY (CONTINUED)

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
The valuation approach of Open Market Value was adopted as a result of a consideration of both the Income and market approach and where appropriate direct comparison. The Income approach relies much on rental income of the property while comparable approach relies on recent sales data and all relevant factors pertaining to the property like age of the buildings and remaining lease life for the land. The rental is benchmarked to market rentals that as opposed to rack end rentals that a subject property may be raking due to different varying factors. Similarly, rental yields used are those that are derived from actual sales on the market on similar properties within the period of the valuation.	<p>The following unobservable inputs were used in the current year by the independent valuer in estimating the fair value of the investment properties.</p> <ul style="list-style-type: none"> Capitalization rates of between 6% to 13 % (2020:6% to 10%0 Market rental growth rate 5% to 10% (2020: 11%) Vacancy rates: The valuation was based on market rentals assuming the premises were vacant. 	<p>An increase of 100 basis points in the capitalisation rates and rental would increase (decrease) the estimated fair value of the investment properties by K677 million(2020: K641 million) for the Group and K613 million(K128 million)</p> <p>The rental market is likely to remain reasonably strong on the back of inflationary pressures as landlords continue to hedge against inflation and currency depreciation. On the basis of the general economic trends observed so far it appears unlikely that the sales market will improve in the near term unless a sustained reduction in interest rates take place.</p>

The fair value measurements have been categorised as Level 2 and Level 3 for value based on inputs to the valuation techniques used.

4b. Rental income

The Group's investment property is situated principally in the two major cities in Malawi. The following shows the rental income for the year for the Group and the Company.

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Rental income	4 875 144	4 912 249	4 165 224	757 689

5. INVESTMENT IN SUBSIDIARIES

5.1 Details of the company's subsidiaries

Details of the company's subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal Activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group	Proportion of ownership interest and voting power held by the Group
			2021	2020
NICO Properties Limited	Inactive	Malawi	100%	100%
Chichiri Shopping Centre Limited	Inactive	Malawi	100%	100%
Lilongwe City Mall Limited	Inactive	Malawi	100%	100%
Kang'ombe Investment Limited	Property leasing	Malawi	100%	75%

During the year the Company acquired the 25% shareholding in Kang'ombe Investment Limited held by non-controlling interest. The Company now owns 100% of Kang'ombe Investment Limited.

5.2 Reconciliation of carrying amount

	COMPANY	
	2021 K'000	2020 K'000
Balance as at 1 January	48 658 314	44 494 350
Elimination of subsidiaries on re-organisation	(48 658 314)	-
*Transfer to parent Company on re-organisation	4 526 960	-
**Acquisition of KIL Non-controlling interest	1 700 000	-
Increase in fair value	549 098	4 163 964
Balance at 31 December	6 776 058	48 658 314

Effective 1 January 2021 NICO Properties Limited, Chichiri Shopping Centre Limited and Lilongwe City Mall Limited transferred their operations to ICON Properties plc.

*Upon re-organisation Kang'ombe Investment Limited (KIL) became a subsidiary due to the transfer of the 40% ownership of KIL in NICO Properties Limited.

**During the year the Company acquired the 25% shareholding in Kang'ombe Investment Limited held by non-controlling interest.

5. INVESTMENT IN SUBSIDIARIES (CONTINUED)

5.3 Analysis of carrying amount

The carrying amount of subsidiaries shown above is analysed as follows:

	At the beginning of the year K'000	Re-organisation K'000	Acquisition K'000	Fair value adjustment K'000	Total K'000
As at 31 December 2021					
Kang'ombe Investment Limited -		4 526 960	1 700 000	549 098	6 776 058
NICO Properties Limited	12 969 501	(12 969 501)	-	-	-
Chichiri Shopping Centre Limited	15 817 615	(15 817 615)	-	-	-
Lilongwe City Mall Limited	19 871 648	(19 871 648)	-	-	-
Total	48 658 314	(44 131 354)	1 700 000	549 098	6 776 058

	At the beginning of the year K'000	Fair value adjustment K'000	Total K'000
As at 31 December 2020			
NICO Properties Limited	11 887 215	1 082 286	12 969 501
Chichiri Shopping Centre Limited	14 518 878	1 298 287	15 817 165
Lilongwe City Mall Limited	18 088 257	1 783 391	19 871 648
Total	44 494 350	4 163 964	48 658 314

All investments in subsidiaries are unquoted and were independently valued by NBM Capital Markets Limited (NBM Capital) on behalf of the Directors as at 31st December 2021. NBM Capital Markets Limited is a wholly owned investment management subsidiary of National Bank of Malawi Plc (NBM) which is a licensed Investment /Portfolio Manager under the Financial Securities Act, 2010 by Reserve Bank of Malawi (RBM).

The Net Asset Value valuation method takes into account the company's net asset value or fair market value of its total assets minus its total liabilities. The method does not take into account the historic, current and future earnings generation of the business. It incorporates additional capital investments and outgoings over the valuation period of the company.

The fair value measurements have been categorised as Level 2 for value based on inputs to the valuation techniques used.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2021

5. INVESTMENT IN SUBSIDIARIES (CONTINUED)

5.4 Analysis of business combination under common control

The statements of financial position of ICON properties ,NICO Properties Limited, Chichiri Shopping Centre and Lilongwe City Mall before and after business combination as at 1 January 2021 were as follows:

	ICON Properties plc K'000	NICO Properties Limited K'000	Chichiri Shopping Mall Limited K'000	Lilongwe City Mall Limited K'000	Total assets & liabilities before merger K'000	Business combination adjustment K'000	Total assets & liabilities after merger K'000
ASSETS							
Non-current assets							
Investment property	12 769 682	9 960 331	16 020 000	19 494 500	58 244 513	-	58 244 513
Investment in subsidiaries	48 658 314	-	-	-	48 658 314	(48 658 314)	-
Financial asset -Plantation House	94 098	-	-	-	94 098	-	94 098
Investment in associate	2 119 316	2 407 644	-	-	4 526 960	-	4 526 960
Investment in treasury note	11 571 478	-	-	-	11 571 478	-	11 571 478
Total non-current assets	75 212 888	12 367 975	16 020 000	19 494 500	123 095 363	(48 658 314)	74 437 049
Current assets							
Trade and other receivables	821 641	359 563	299 176	293 445	1 773 825	-	1 773 825
Tax recoverable	-	70 739	78 753	256 792	406 284	-	406 284
Cash and cash equivalents	5 287 043	602 337	1 021 310	1 118 012	8 028 702	-	8 028 702
Total current assets	6 108 684	1 039 639	1 399 239	1 668 249	10 208 811	-	10 208 811
TOTAL ASSETS	81 321 572	13 40 614	17 418 239	21 162 749	134 304 174	(48 658 314)	84 645 860

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2021

5. INVESTMENT IN SUBSIDIARIES (CONTINUED)

5.4 Analysis of business combination under common control (Continued)

	ICON Properties plc K'000	NICO Properties Limited K'000	Chichiri Shopping Mall Limited K'000	Lilongwe City Mall Limited K'000	Total assets & liabilities before merger K'000	Business combination adjustment K'000	Total assets & liabilities after merger K'000
EQUITY AND LIABILITIES							
Shareholders' equity							
Share capital	6 680 000	31 833	27 092	5 406	6 744 331	(64 331)	6 680 000
Share premium	51 529 424	3 463 528	663 453	2 788 943	58 445 348	(6 915 924)	51 529 424
Income notes	-	1 899 183	569 083	1 914 156	4 382 422	(4 382 422)	-
Restructuring reserve 7 841 995	-	-	-	7 841 995	-	7 841 995	-
Retained earnings	14 012 116	7 574 957	14 557 537	15 163 143	51 307 753	(56 462 706)	14 845 037
Total equity	80 063 535	12 969 501	15 817 165	19 871 648	128 721 849	(47 825 383)	80 896 456
Non-current liabilities							
Deferred tax	1 056 611	231 811	1 317 876	935 319	3 541 617	(832 921)	2 708 696
Deferred income	-	-	361	-	361	-	361
Total non-current liabilities	1 056 611	231 811	1 317 237	935 319	3 541 978	(832 921)	2 709 057
Current liabilities							
Trade and other payables	125 318	194 752	166 706	226 731	713 507	-	731 507
Bank overdraft	-	4 550	2 344	-	6 894	-	6 894
Accrued interest	-	-	114 787	129 051	243 838	-	243 838
Tax payable	76 108	-	-	-	76 10	-	76 108
Total current liabilities	201 426	199 302	283 837	355 782	1 040 347	-	1 040 347
TOTAL EQUITY AND LIABILITIES	81 321 572	13 400 614	17 418 239	21 162 749	133 304 174	(48 658 314)	84 645 860

5. INVESTMENT IN SUBSIDIARIES (CONTINUED)

5.4 Analysis of business combination under common control (Continued)

NICO Properties Limited, Chichiri Shopping Centre and Lilongwe City Mall were under the common control of ICON Properties plc before and after the business combination which is scoped out of IFRS 3 "Business Combination". The group policy as disclosed in 3.3b is to apply book value method. The assets and liabilities of NICO Properties Limited, Chichiri Shopping Centre and Lilongwe City Mall were therefore consolidated in the financial statements of ICON Properties plc using carrying values in the consolidated financial statements. The associated cost of combination such the cost of stamp duties well charged to income statement as disclosed in note 19.

	At the beginning of the year K'000	Reorganisation K'000	Share of associate profit K'000	Dividends K'000	Total K'000
6. INVESTMENT IN ASSOCIATE					
As at 31 December 2021					
Kang'ombe Investment Limited	2 119 316	(2 119 316)	-	-	-
As at 31 December 2020					
Kang'ombe Investment Limited	1 905 622	-	265 088	(51 394)	2 119 316

Until 1 January 2021, the company had 35% shareholding in Kang'ombe Investment Limited (KIL), which is a company registered in Malawi and owns property for lease to third parties. In addition, 40% of shareholding in KIL were held by NICO Properties Limited, which was a 100% owned subsidiary of the company. After the re-organisation in January 2021, the company held directly 75% shareholding in KIL. On 31 October 2021, the company acquired the remaining 25% shareholding in KIL from the non-controlling interests.

	At the beginning of the year K'000	Fair value adjustment K'000	Total K'000
7. INVESTMENT IN SHARES			
As at 31 December 2021			
Plantation House Investment Limited	94 098	6 339	100 437
As at 31 December 2020			
Plantation House Investment Limited	91 933	2 165	94 098

The Company has a 4.98% shareholding in Plantation House Investment Limited, which is a company registered in Malawi and owns property for lease to third parties. The investment is measured at fair value with fair value changes recognised in profit or loss.

Two valuations were carried out largely based on the two valuation techniques namely the Discounted Free Cash Flow (DCF) Model and the Net Asset Value (NAV) Model.

7. INVESTMENT IN SHARES (CONTINUED)

The NAV model was deemed the most appropriate model for this Company. NAV model is preferred for companies with a balance sheet dominated by investment property where the intrinsic value of the Company is derived from the assets it holds.

The Net Asset Value valuation method takes into account the company's net asset value or fair market value of its total assets minus its total liabilities. The method does not take into account the historic, current and future earnings generation of the business. It incorporates additional capital investments and outgoings over the valuation period of the company.

8. DEFERRED TAX

The deferred tax balance arises from:

**Group
2021**

Revaluation of investment property	-	2 511 791	2 511 791
Other temporary differences	(143 259)	-	(143 259)
Impairment allowance on trade receivables	(206 600)	-	(206 600)
Revaluation of investments in shares	-	175 419	175 419

Net deferred tax (asset)/liability	(349 859)	2 687 210	2 337 351
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**Group
2020**

Revaluation of investment property	-	3 025 329	3 025 329
Other temporary differences	(5 855)	-	(5 855)
Impairment allowance on trade receivables	(155 715)	-	(155 715)
Revaluation of investments in shares	-	175 749	175 749

Net deferred tax (asset)/liability	(161 570)	3 201 078	3 039 508
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**Company
2021**

Revaluation of investment property	-	2 071 770	2 071 770
Other temporary differences	(142 933)	-	(142 933)
Impairment allowance on trade receivables	(188 103)	-	(188 103)
Investment in Kang'ombe (NPL)	-	327 231	327 231
Revaluation of investments in shares	-	5 383	5 383

Net deferred tax (asset)/liability	(331 036)	2 404 384	2 073 349
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8. DEFERRED TAX (CONTINUED)

	Assets K'000	Liabilities K'000	Net K'000
The deferred tax balance arises from:			
Company			
2020			
Revaluation of investment property	-	177 780	177 780
Impairment allowance on trade receivables	(16 783)	-	(16 783)
Revaluation of investments in shares	-	895 614	895 614
Net deferred tax (asset)/liability	(16 783)	1 073 396	1 056 611

Deferred tax movement analysis

	Balance as at 1 January K'000	Re- organisation K'000	Recognised in profit and loss K'000	Balance as at 31 December K'000
2021				
Group				
Revaluation of investment property	3 025 329	-	(513 538)	2 511 791
Impairment allowance on trade receivables	(155 715)	-	(50 885)	(206 600)
Revaluation of investments in shares	175 749	-	(330)	175 419
Other temporary differences	(5 855)	-	(137 404)	(143 259)
Net deferred tax liability	3 039 508	-	(702 157)	2 337 351
Company				
Revaluation of investment property	177 780	2 403 668	(509 677)	2 701 770
Impairment allowance on trade receivables	(16 783)	(120 435)	(50 885)	(188 103)
Revaluation of investments in shares	895 614	(625 291)	62 291	332 614
Other temporary differences	-	(5 529)	(137 404)	(142 933)
Net deferred tax liability	1 056 611	1 652 413	(635 675)	2 073 349
2020				
Group				
Revaluation of investment property	2 394 984		630 345	3 025 329
Impairment allowance on trade receivables	(98 848)		(56 867)	(155 715)
Revaluation of investments in shares	138 630		37 119	175 749
Assessed tax losses	(142 226)		142 226	-
Other temporary differences	(3 858)		(1 997)	(5 855)
Net deferred tax liability	2 288 682		750 826	3 039 508

8. DEFERRED TAX (CONTINUED)

	Balance as at 1 January K'000	Recognised in profit and loss K'000	Balance as at 31 December K'000
Company			
Revaluation of investment property	(42 694)	220 474	177 780
Impairment allowance on trade receivables	(20 867)	4 084	(16 783)
Revaluation of investments in shares	223 641	671 973	895 614
Net deferred tax liability	160 080	896 531	1 056 611

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
8.2 Tax recoverable				
Opening balance	406 284	528 415	(76 108)	-
Transfer at re-organisation			406 284	-
Current tax provision	(1 774 450)	(271 401)	(1 774 450)	-
Tax paid	1 551 245	542 734	1 627 353	-
Tax refunds/ (offsets)	(148 525)	(393 464)	(148 525)	-
Total	34 554	406 284	34 554	-
8.3 Tax payable				
Opening balance	128 197	586 191	-	526 072
Current tax provision	163 439	1 482 614	-	1 301 393
Tax paid	(252 020)	(1 940 608)	-	(1 751 357)
Total	39 616	128 197	-	76 108

9. ASSETS HELD FOR SALE

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Current year addition	2 001 000	-	2 001 000	-
Total	2 001 000	-	2 001 000	-

The Group is in the process of concluding the sale of a property based in Blantyre, the sale has reached the final stages. The buyer has paid a deposit of K1 billion as can be seen under note 16. The proceeds of the sale will be reinvested into the property portfolio.

10. TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Rental receivables	1 857 722	1 841 125	1 409 691	149 728
Expected credit loss	(687 411)	(597 225)	(627 017)	(55 951)
Net trade receivables	1 170 311	1 243 900	782 674	93 777
Input VAT claimable	359 177	231 121	355 839	196 499
Prepayments	-	700	-	-
Prepaid insurance	-	4 283	-	-
Recoverable insurance	11 242	11 242	11 242	-
Accrued interest	80 423	185 782	73 189	118 791
Other receivables	1 119 392	19 320	1 119 392	357 906
Prepaid city rates	-	1 184	-	-
Prepaid land rates	1 492	-	1 492	-
Other prepaid costs	4 171	-	4 171	-
Service charge recoveries	-	48 728	-	48 728
Working capital	829	829	829	-
Total trade and other receivables	2 747 037	1 825 589	2 348 828	821 641

Included in other receivables are refundable deposits paid on the purchases of two plots land in Lilongwe amounting to K855 million. These plots of land are purchases made towards upcoming planned construction projects.

The average credit period on rental receivables is 30 days. No interest is charged on overdue rental receivables. An individual assessment was performed on trade receivables as at 31 December 2021. The Group has recognised an impairment on rental receivables using the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance. Below is the aged analysis of the Group's rental receivables as at 31 December 2021:

	30 days K'000	30-60 days K'000	61-90 days K'000	Over 90 days K'000	Total K'000
GROUP					
2021					
Gross carrying amount	213 098	204 529	98 364	1 341 731	1 857 722
Loss allowance	(7 503)	(7 654)	(8 181)	(664 073)	(687 411)
Net carrying amount	205 595	196 875	90 183	677 658	1 170 311
2020					
Gross carrying amount	339 614	322 187	23 821	1 155 503	1 841 125
Loss allowance	(8 530)	(8 234)	(1 981)	(578 480)	(597 225)
Net carrying amount	331 084	313 953	21 840	577 023	1 243 900

10. TRADE AND OTHER RECEIVABLES (CONTINUED)

	30 days K'000	30-60 days K'000	61-90 days K'000	Over 90 days K'000	Total K'000
COMPANY					
2021					
Gross carrying amount	120 940	134 996	96 364	1 057 391	1 409 691
Loss allowance	(5 909)	(5 641)	(6 923)	(608 544)	(627 017)
Net carrying amount	115 031	129 355	89 441	448 847	782 674
2020					
Gross carrying amount	25 807	24 076	2 801	97 044	149 728
Loss allowance	(3 902)	(2 825)	(723)	(48 501)	(55 951)
Net carrying amount	21 905	21 251	2 078	48 543	93 777

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
11.1 CASH AND CASH EQUIVALENTS				
Fixed deposits	6 469 515	8 173 643	6 157 575	5 248 514
Government of Malawi promissory notes	876 896	-	716 499	-
Bank balances and cash	907 379	119 309	871 461	38 529
Cash and cash equivalents in the statement of cash flows	8 253 790	8 292 952	7 745 535	5 287 043

The fixed deposits interest rates ranging from 11.5% to 13%. Bank balances earned an interest rate of 0.4% (2020: 0.4%) with maturity of 30 to 90 days. All bank balances are denominated in Malawi Kwacha and are held with locally registered banks which include NBS Bank plc, National Bank plc and Standard Bank plc.

The promissory notes have yields ranging 12.2% to 14%. All the promissory notes mature within th and are carried at amortised cost.

11.2 INVESTMENT IN GOVERNMENT OF MALAWI TREASURY NOTES

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Opening balance	11 571 478	11 441 722	11 571 478	11 441 722
Accrued interest	85 015	129 756	85 015	129 756
	11 656 493	11 571 478	11 656 493	11 571 478

The Group invested in a seven year Government of Malawi treasury note with a coupon rate of 15.5% (2020: 15.5%). The treasury note is measured at amortised cost.

12. SHARE CAPITAL

	COMPANY	
	2021 K'000	2020 K'000
Number of authorised shares ('000)	10 000 000	10 000 000
Number of issued and fully paid shares ('000)	6 680 000	6 680 000
Issued and fully paid (K'000)	58 209 424	58 209 424

13. RESTRUCTURING RESERVE

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Restructuring reserve	7 841 995	7 841 995	7 841 995	7 841 995

The restructuring reserve represents the deferred tax arising from the deemed disposal of shares for the initial shareholders of the respective acquired companies during the restructuring.

14. RETAINED EARNINGS

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Distributable reserves				
Balance as at 1 January	5 904 428	3 381 180	4 130 313	2 396 511
Distributable profit for the year	3 981 611	3 992 848	3 821 194	3 203 402
Less dividends paid	(1 603 200)	(1 469 600)	(1 603 200)	(1 469 600)
Balance as at 31 December	8 282 839	5 904 428	6 348 307	4 130 313
Non-Distributable reserves				
Opening balance as at 1 January	9 052 985	4 441 072	9 881 803	5 156 226
Movement in fair values	4 117 315	5 279 377	4 181 812	5 352 936
Share of associate profits	-	-	832 920	265 088
Related deferred tax charge	513 867	(667 464)	447 385	(892 447)
Less loss on NCI acquisition	(113 544)	-	-	-
Non-distributable reserves as at 31 December	13 570 623	9 052 985	15 343 920	9 881 803
Total retained earnings	21 853 462	14 957 413	21 692 227	14 012 116

14. RETAINED EARNINGS (CONTINUED)

The application of IAS 40 *Investment Property*, IAS 28 *Investments in Associates and Joint Ventures and IFRS 9 Financial Instruments* requires that the unrealised profits of the company's underlying assets, and the related tax effect, be dealt with in the statement of comprehensive income. Company law in Malawi however requires that unrealised capital profits should not be distributable. Accordingly, retained earnings are segmented as above into distributable and non-distributable elements.

		GROUP	
		2021	2020
		K'000	K'000
15.1	Non-controlling interests (NCI)		
	Net assets of Kang'ombe Investment Limited (K'000) at year end	6 767 790	6 055 188
	Shareholding attributable to NCI	-	25%
	Carrying amount of NCI (K'000)	-	1 513 797

15.2 Details of subsidiaries of Group where there is a material non-controlling interest are disclosed below:

The following table summarises the information relating to the Company's subsidiaries that have material non-controlling interest before any intra-group eliminations.

		GROUP	
		2021	2020
		K'000	K'000
	Kang'ombe Investment Limited		
	Shareholding attributable to NCI	0%	25%
	Non-current assets	-	5 900 000
	Current assets	-	694 229
	Non-current liabilities	-	(425 384)
	Current liabilities	-	(113 658)
	Net assets	-	6 055 187
	Carrying amount of NCI	-	1 513 797
	At the time of acquisition:-		
	Total income	645 177	1 161 398
	Profit	440 635	757 397
	Total comprehensive income	645 177	1 161 398
	Profit allocated to NCI	110 159	189 349
	Net cash generated from operating activities	-	136 201
	Net cash used in investing activities	-	5 270
	Net cash used in financing activities	-	(146 844)
	Net increase in cash and cash equivalents	-	(5 373)

During the year the Group acquired the 25% shareholding in Kang'ombe Investment Limited held by non-controlling interest. The Company now owns 100% of Kang'ombe Investment Limited.

16. TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Trade payables	58 085	72 741	56 534	-
Accrued expenses	264 802	163 777	218 986	27 393
Unpaid dividend	14 250	1 014	14 250	1 014
Audit fees	38 213	92 807	32 498	25 800
Rent received in advance	97 331	47 788	97 331	-
Value Added Tax	4 130	31 702	-	-
Rental deposits	85 942	78 353	79 593	-
Marketing fund	33 660	50 427	33 660	-
Accrued NCIC levy	3 532	10 303	3 532	919
Withholding tax payable	18 527	20 344	17 128	5 894
Advance receipt on property sale	1 000 000	-	1 000 000	-
NICO Holdings	2 455	-	2 455	-
ERIS control account	7 794	283	7 201	-
Sundry payables	123 820	63 058	123 820	59 570
Customer deposits	-	4 728	-	4 728
Unidentified receipts	27 176	-	27 176	-
Unpresented cheques	-	6 894	-	-
Total	1 779 717	644 219	1 714 164	125 318

The directors consider that the carrying amounts of these amounts approximate to their fair value. These amounts do not attract any interest.

Included in other payables is a refundable deposit of K1 billion received on the sale of property in Blantyre. The sale is expected to be concluded in 2022.

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Opening balance	361	722	-	-
Transfer on reorganisation	-	-	361	-
Additions	424 762	-	424 762	-
Transfer to statement of comprehensive income	(8 598)	(361)	(8 598)	-
Total	416 525	361	416 525	-

The amount relates to a twenty year long term lease paid in advance. In the current year the lease was renewed for another twenty years. The amount is being amortised on a straight-line basis over the twenty-year period of the lease. Current year rentals reduce the deferred income balance and are recognised in the income statement.

18. OTHER INCOME

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Service charge recoveries	350 123	358 513	258 132	83 403
Sundry income	6 419	22 961	6 419	13 605
Total	356 542	381 474	264 551	97 008

Service charge recoveries relate to costs recovered from tenants on utility and other costs paid for tenants. Sundry income arises mainly from income from activities held at shopping centres.

19. ADMINISTRATIVE EXPENSES

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Listing expenses	26 621	25 100	26 621	25 100
Property management fees	408 063	285 046	356 654	27 952
Legal and professional fees	80 022	127 448	28 745	35 919
Property revaluation fees	31 420	35 576	30 540	20 638
Directors' fees, expenses and allowances	49 393	44 345	39 747	21 233
Sundry expenses	13 141	4 380	-	-
Printing and stationery costs	34 977	17 792	34 977	15 390
Travelling expenses	267	680	267	-
Advertising and marketing expenses	11 537	6 563	11 537	6 201
Accounting and secretarial fees	375 388	342 295	347 356	88 788
Impairment on trade receivables	91 444	125 713	91 444	-
Bank charges	7 689	8 236	6 040	3 159
External audit fees	67 094	103 238	61 362	55 996
Internal audit fees	18 000	-	18 000	-
Depreciation	3 268	-	3 268	-
Stamp duty	634 685	-	634 685	-
Consultancy	7 269	24 191	6 299	-
Total administrative expenses	1 860 278	1 150 603	1 747 567	300 376

Stamp duty was incurred on the transfer of investment property from wholly owned subsidiaries to the parent Company as part of the Group reorganisation.

20. OPERATING EXPENSES

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Repairs and maintenance expenses	128 366	141 413	94 557	38 459
Insurance cost	186 615	197 872	160 869	54 177
Cleaning expenses	88 410	67 959	72 722	1 196
City rates	116 047	66 037	94 743	24 409
Landscaping expenses	5 363	7 868	-	-
Land rental	13 077	3 901	12 685	660
Pest control costs	63 517	35 594	63 517	1 200
Electricity and water expenses	230 773	225 379	202 199	33 497
Refuse removal costs	15 660	6 538	15 660	-
Security charges	157 557	155 583	130 573	39 894
Gardening	12 471	12 471	12 471	2 559
Genset hire costs	26 489	23 478	16 504	6 294
Fire equipment maintenance costs	2 935	1 800	-	-
Letting commission	41 073	26 568	35 074	2 276
Post office fees	280	280	-	-
Rebates	1	-	1	-
Resident technician	4 654	-	4 654	-
Total operating expenses	1 093 288	972 741	916 229	204 621
21. FINANCE INCOME				
Interest income – Money market investments	2 917 823	2 846 523	2 883 441	2 457 818
Interest income – Income notes	-	-	-	1 387 403
Total finance income	2 917 823	2 846 523	2 883 441	3 845 221
22. TAXATION CHARGE				
Dividend tax	11 504	48 496	11 504	40 807
Current tax	1 908 636	1 705 519	1 745 197	1 260 586
Prior year tax adjustment	17 749	-	17 749	-
Deferred tax	(702 157)	750 826	(635 675)	896 531
Total taxation charge	1 235 732	2 504 841	1 138 775	2 197 924
Reconciliation of the tax rate				
Effective tax rate	12	22	12	22
Permanent and temporary differences	18	8	18	8
Statutory tax rate	30	30	30	30

23. EARNINGS PER SHARE

	Group	
	2021	2020
Weighted average number of shares ('000)	6 680 000	6 680 000
Profit attributable to ordinary shareholders (K'000)	8 682 910	8 604 761
(Diluted)/Earnings per share (tambala)	129	129

24. SEGMENTAL INFORMATION

24.1 Operating segments

Operating segments have been identified on the basis of internal reports about components of the Group that are regularly reviewed by management and the Board of Directors in order to allocate resources to the segments and to assess their performance.

24.2 Products and services from which reportable segments derive their revenues

The Group has one principal line of business - rental of investment property. Information reported to and used by the Board of Directors for decision making for the purposes of resource allocation and assessment of segment performance is more specifically focused on each of the Group's current investment properties. One of the properties contributed K 1 557 million (2020: K 1 644 million) representing 32% (2019: 33%) of the total rental revenue in the current year and its value at K21 431 million (2020: K19 494 million) being 32% (2019: 30%) of the total investment portfolio value, no single investment property contributes over 25% of the total revenue from customers.

24.3 Segmental information

The Group's investment property is situated principally in the two major cities in Malawi - Lilongwe and Blantyre.

The following analysis shows the rental income, investment property values and property fair value movements by geographical mark.

	Rental income K'000	Property values K'000	Fair value increase K'000
2021			
Blantyre	1 997 504	30 114 997	737 056
Lilongwe	2 792 165	35 793 500	3 289 538
Other markets	85 475	1 768 747	84 382
Total	4 875 144	67 677 244	4 110 976
2020			
Blantyre	2 024 737	31 084 451	2 358 151
Lilongwe	2 802 342	31 930 934	2 812 245
Other markets	85 170	1 129 128	106 816
Total	4 912 249	64 144 513	5 277 212

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For the year ended 31 December 2021

25. RELATED PARTIES

Balances and transactions between the company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions between the Group and its associates are disclosed below.

During the year, group companies entered into the following transactions with related parties who are not members of the Group:

Company	Relationship	Type	Group		Company	
			Value of transaction	Balance	Value of transaction	Balance
			K'000	K'000	K'000	K'000
NICO Holdings Limited	Significant shareholder through NICO Life Limited	Rental income	42 631	20 883	42 631	20 883
NICO Asset managers Limited	Company under common ownership	Rental income	24 925	15 510	24 925	15 510
		Management fees	(375 388)	(37 891)	(347 356)	(35 404)
Eris Properties (Mw) Limited	Company under common ownership	Management fees	(408 063)	(31 947)	(356 654)	(28 881)
		Letting commission	(41 073)	(2 683)	(35 674)	(2 276)
		Rental	547	(590)	547	(590)
		Brokerage fee provision	(50 000)	(50 000)	(50 000)	(50 000)
NBS bank plc	Company under common ownership	Rental income	526 248	234 538	526 248	234 538
NICO Technologies Limited	Company under common ownership	Rental income	-	-	-	-
NICO Life Insurance Company	Company under common ownership	Rental income	5 475	886	5 475	886

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

25. RELATED PARTIES (CONTINUED)

Service organisation compensation:

The Group has no staff of its own, the directors delegated NICO Asset Managers Limited, a subsidiary of NICO Holdings plc to provide provision of investment management, financial management, tax and company secretarial services for an initial period of 3 years commencing 1 September 2018 to 30 August 2021.

The Directors have also delegated property management services to Eris Properties (Mw) Limited, a joint venture between NICO Holdings plc and ERIS SA Limited, for an initial period of 3 years one month commencing 1 November 2018 to 30 November 2021.

The Directors extended both agreements to 31 March 2022 to allow for contract renewal proceedings.

Management fees for the year amounted to:

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
NICO Asset Managers Limited	375 388	342 295	347 356	29 952
ERIS Properties (Mw) Limited	408 063	285 047	356 654	88 788
Total	783 451	627 342	701 010	116 740

26. OVERVIEW OF THE GROUP'S FINANCIAL RISK MANAGEMENT FRAMEWORK

Financial instrument and associated risk

The Group has exposure to the following risks from its use of financial instruments:

- (i) Market risk;
- (ii) Interest rate risk;
- (iii) Liquidity risk; and
- (iv) Credit risk.

Categories of financial instruments

	At amortised cost K'000	At FVPL K'000	Total K'000
GROUP			
2021			
Financial assets			
Investment in shares	-	100 437	100 437
Trade & other receivables	2 382 197	-	2 382 197
Investment in treasury bills	11 656 493	-	11 656 493
Promissory notes	876 896	-	876 896
Deposits and bank and cash balances	7 376 894	-	7 376 894
Total financial assets	22 292 480	100 437	22 392 917
Financial liabilities			
Trade and other payables	1 753 528	-	1 753 528
Total financial liabilities	1 753 528	-	1 753 528

26. OVERVIEW OF THE GROUP'S FINANCIAL RISK MANAGEMENT FRAMEWORK (CONTINUED)

GROUP	At amortised cost K'000	At FVPL K'000	Total K'000
2020			
Financial assets			
Investment in shares	-	94 098	94 098
Trade & other receivables	1 593 768	-	1 593 768
Investment in treasury bills	11 571 478	-	11 571 478
Deposits and bank and cash balances	8 292 952	-	8 292 952
Total financial assets	21 458 198	94 098	21 552 296
Financial liabilities			
Trade and other payables	581 870	-	581 870
Total financial liabilities	581 870	-	581 870
COMPANY			
2021			
Financial assets			
Investment in shares	-	100 437	100 437
Trade & other receivables	1 987 326	-	1 987 326
Investment in treasury bills	11 656 493	-	11 656 493
Promissory notes	716 499	-	716 499
Deposits and bank and cash balances	7 029 036	-	7 029 036
Total financial assets	21 389 354	100 437	21 489 791
Financial liabilities			
Trade and other payables	1 693 504	-	1 693 504
Total financial liabilities	1 693 504	-	1 693 594
2020			
Financial assets			
Investment in shares	-	94 098	94 098
Trade & other receivables	625 142	-	625 142
Investment in treasury bills	11 571 478	-	11 571 478
Deposits and bank and cash balances	5 287 043	-	5 287 043
Total financial assets	17 483 663	94 098	17 577 761
Financial liabilities			
Trade and other payables	118 505	-	118 505
Total financial liabilities	118 505	-	118 505

26. OVERVIEW OF THE GROUP'S FINANCIAL RISK MANAGEMENT FRAMEWORK (CONTINUED)

Risk Management Approach

It is the Board of Directors' ultimate responsibility for the establishment and monitoring of risk management framework.

The risk management framework is established to identify and analyse the risks faced by the Group, to set appropriate risk management limits and controls, and to monitor risks and adherence to limits. Reviews of the policies and systems are done regularly to reflect changes in market conditions and activities.

The Group's approach to risk management is based on the Group's investment objectives. The Board of Directors has overall responsibility for the establishment and oversight of the Group's financial risk management. The Board delegates risk related responsibilities to the Group's management, who manages the distribution of the financial instruments to achieve the Group's investment objectives. The Group's overall financial instruments position is monitored on a quarterly basis by the Board of Directors.

Categories of financial instruments

i. Market risk

Market risk is the risk that changes in market prices, such as interest rate, foreign exchange rates and credit spreads will affect the Group's income or the value of holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk. Overall authority for market risk management is vested in management. The Group monitors this risk on a continuing basis.

ii. Interest rate risk

Interest rate risk is generally referred to as the exposure of the net interest income to adverse movements in interest rates as a result of assets and liabilities re-pricing at different times which has therefore a direct impact on the interest margins. The Group adopts a policy of ensuring that its exposure to changes in interest rates is on a fixed rate basis. The Board monitors the movement of interest rates and takes necessary precautions to hedge. Interest rate sensitivity analysis as on the reporting date is set out below:-

The following table details the Group's exposure to interest rate risk:

	Interest bearing K'000	Non-interest bearing K'000	Total K'000
GROUP			
2021			
Financial assets			
Investment in shares	-	100 437	100 437
Trade & other receivables	-	2 382 197	2 382 197
Cash and cash equivalents	7 376 894	-	7 376 894
Promissory notes	876 896	-	876 896
Investment in treasury bills	11 656 493	-	11 656 493
Total financial assets	19 910 283	2 482 634	22 392 917
Financial liabilities			
Trade and other payables	-	1 753 528	1 753 528
Total financial liabilities	-	1 753 528	1 753 528

26. OVERVIEW OF THE GROUP'S FINANCIAL RISK MANAGEMENT FRAMEWORK (CONTINUED)

The following table details the Company's exposure to interest rate risk:

	Interest bearing K'000	Non-interest bearing K'000	Total K'000
GROUP			
2020			
Financial assets			
Investment in shares	-	94 098	94 098
Trade & other receivables	-	1 593 768	1 593 768
Cash and cash equivalents	8 292 952	-	8 292 952
Investment in treasury bills	11 571 478	-	11 571 478
Total financial assets	19 864 430	1 687 866	21 552 296
Financial liabilities			
Trade and other payables	-	581 870	581 870
Total financial liabilities	-	581 870	581 870
COMPANY			
2021			
Financial assets			
Investment in shares	-	100 437	100 437
Trade and other receivables	-	1 987 326	1 987 326
Cash and cash equivalents	7 029 036	-	7 029 036
Promissory notes	716 499	-	716 499
Investment in treasury bills	11 656 493	-	11 656 493
Total assets	19 402 028	2 087 763	21 489 791
Financial liabilities			
Trade and other payables	-	1 693 504	1 693 504
Total financial liabilities	-	1 693 504	1 693 504
2020			
Financial assets			
Investment in shares	-	94 098	94 098
Trade and other receivables	-	625 142	625 142
Cash and cash equivalents	5 287 043	-	5 287 043
Investment in treasury bills	11 571 478	-	11 571 478
Total assets	16 858 521	719 240	17 577 761
Financial liabilities			
Trade and other payables	-	118 505	118 505
Total financial liabilities	-	118 505	118 505

26. OVERVIEW OF THE GROUP'S FINANCIAL RISK MANAGEMENT FRAMEWORK (CONTINUED)

iii. **Liquidity risk**

This is the risk that the Group will encounter difficulties in meeting obligations associated with its financial liabilities. It includes both the risk of being unable to fund assets at appropriate maturities and rates and the risk of being unable to liquidate assets at reasonable prices and in a timely manner.

Management of Liquidity risk

The Board is responsible for managing overall liquidity by setting guidelines and limits for anticipated liquidity gaps. Liquidity position is monitored on a regular basis to ensure sufficient liquidity. The Board continually assesses liquidity risk by identifying and monitoring changes in funding requirements for business operations.

An analysis of the Group's assets and liabilities based on the contractual period to maturity as at 31 December 2021 is shown below:

	Up to 1 month K'000	1 to 6 months K'000	Over 1 year K'000	Total K'000
GROUP				
2021				
Financial assets				
Investment in shares	-	-	100 437	100 437
Trade and other receivables	2 382 197	-	-	2 382 197
Investment in treasury bills	-	-	11 656 493	11 656 493
Promissory notes	-	876 896	-	876 896
Bank balances and cash	907 379	-	-	907 379
Fixed deposits	-	6 469 515	-	6 469 515
	3 289 576	7 346 411	11 756 930	22 392 917
Financial liabilities				
Trade and other payables	1 753 528	-	-	1 753 528
Total financial liabilities	1 753 528	-	-	1 753 528
Liquidity gap	1 536 048	7 346 411	11 756 930	20 639 389
Cumulative liquidity gap	1 536 048	8 882 459	20 639 389	20 639 389
2020				
Financial assets				
Investment in shares	-	-	94 098	94 098
Trade and other receivables	1 593 768	-	-	1 593 768
Investment in treasury bills	-	-	11 571 478	11 571 478
Bank balances and cash	119 309	-	-	119 309
Fixed deposits	7 309 025	864 618	-	8 173 643
Total financial assets	9 022 102	864 618	11 665 576	21 552 296
Financial liability				
Trade and other payables	581 870	-	-	581 870
Total financial liabilities	581 870	-	-	581 870
Liquidity gap	8 440 232	864 618	11 665 576	20 970 426
Cumulative liquidity gap	8 440 232	9 304 850	20 970 426	20 970 426

26. OVERVIEW OF THE GROUP'S FINANCIAL RISK MANAGEMENT FRAMEWORK (CONTINUED)

An analysis of the Company's assets and liabilities based on the contractual period to maturity as at 31 December is shown below:

	Up to 1 month K'000	1 to 6 months K'000	Over 1 year K'000	Total K'000
COMPANY				
2021				
Financial assets				
Investment in shares	-	-	100 437	100 437
Trade and other receivables	1 987 326	-	-	1 987 326
Bank balances and cash	871 461	-	-	871 461
Promissory notes	-	716 499	-	716 499
Investment in treasury bills	-	-	11 656 493	11 656 493
Fixed deposits	6 157 575	-	-	6 157 575
Total financial assets	9 016 362	716 499	11 756 930	21 489 791
Financial liabilities				
Trade and other payables	1 693 504	-	-	1 693 504
Total financial liabilities	1 693 504	-	-	1 693 504
Liquidity gap	7 322 858	716 499	18 532 988	26 572 345
Cumulative liquidity gap	7 322 858	8 039 357	26 572 345	26 572 345
2020				
Financial assets				
Investment in shares	-	-	94 098	94 098
Trade and other receivables	625 142	-	-	625 142
Bank balances and cash	38 529	-	-	38 529
Investment in treasury bills	-	-	11 571 478	11 571 478
Fixed deposits	5 248 514	-	-	5 248 514
Total financial assets	5 912 185	-	11 665 575	17 577 761
Financial liabilities				
Trade and other payables	118 505	-	-	118 505
Total financial liabilities	118 505	-	-	118 505
Liquidity gap	5 793 680	-	60 323 890	66 117 570
Cumulative liquidity gap	5 793 680	5 793 680	66 117 570	66 117 570

26. OVERVIEW OF THE GROUP'S FINANCIAL RISK MANAGEMENT FRAMEWORK (CONTINUED)

iv. Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Board of Directors has a policy put in place to monitor on an ongoing basis, the management of Credit risk. The Board has delegated responsibility for the management of credit risk to the Finance and Audit committees which have oversight of the credit risk.

Exposure to credit risk

As at 31 December 2021, there were no significant concentrations of credit risk. The maximum exposure to credit risk is presented by the carrying amount of each financial asset in the statement of financial position.

	GROUP		COMPANY	
	2021 K'000	2020 K'000	2021 K'000	2020 K'000
Financial assets				
Trade and other receivables	2 382 197	1 593 768	1 987 326	625 142
Investment in treasury bills	11 656 493	11 571 478	11 656 493	11 571 478
Promissory notes	876 896	-	716 499	-
Deposits and bank and cash balances	7 376 894	8 292 952	7 029 036	5 287 043
Total financial assets	22 292 480	21 458 198	21 389 354	17 483 663

Trade and other receivables largely consist of rental receivables from a large number of customers, spread across diverse industries. Amounts of K225 million (2020: K225 million) and K286 million (2020: K326 million) were due from Stansfield Motors Limited and Malawi Government respectively and represent 12% (2020: 12%) and 16% (2020: 17.7%) of the Group's total rental receivables respectively. NBS Bank had amounts outstanding of K235 million which were paid subsequent to year end. The Group does not have any other exposures to any single counterparty that are in excess of 5% of total rental receivables. Credit risk is managed by continuous engagement with counter parties and arriving at agreements to clear arrears.

The Group's cash and cash equivalents comprises cash held with various local financial institutions that are duly licensed by the Reserve Bank of Malawi.

27. FAIR VALUE MEASUREMENTS

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Valuation techniques and assumptions applied for the purposes of measuring fair value.

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices (includes listed redeemable notes, bills of exchange, debentures and perpetual notes).
- The fair values of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.

27. FAIR VALUE MEASUREMENTS (CONTINUED)

Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required).

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair value.

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis.

With the exception of the Group's investment in the shares of Plantations House Investment Limited, the Group did not have any financial assets and financial liabilities that are measured at fair value at the end of the reporting period. The Group's investment in Plantations House Investments Limited is measured at fair value with related value changes recognised in profit or loss. The fair value measurement is classified as level three on the fair value hierarchy.

28. CONTINGENT LIABILITIES

There were no contingent liabilities for the company and the Group as at 31 December 2021 (2020: nil).

28. CAPITAL COMMITMENTS

There were no capital commitments which were authorised and contracted for as at 31 December 2021 (2020: nil). Capital commitment are financed from internal resources.

29. IMPACT OF COVID-19

The COVID-19 pandemic continued to affect the group's performance in the year. This has been evidenced partly by the lack of growth in rental income. However, the pace of the growth in rent receivables was arrested during the year as the Group continues its efforts to improve collection efficiencies affected by the pandemic.

The pandemic is expected to continue having an impact on the Group in the subsequent financial year. The Directors expect the Group to remain competitive however rental growth is expected to continue to be impacted with the retail sector especially expected to face challenges during recovery.

30. EVENTS AFTER THE REPORTING PERIOD

Subsequent to year end in March 2022, the Group concluded the sale of a property based in Blantyre disclosed under note 9 and realised proceeds of K2.01 billion. The proceeds will be re-invested into the property portfolio.

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For the year ended 31 December 2021

31. EXCHANGE RATES AND INFLATION

The average of the period-end buying and selling rates of the foreign currencies most affecting the performance of the Group are stated below, together with the increase in the National Consumer Price Index, which represents an official measure of inflation.

	2021	2020
Kwacha/Rand	58	47.2
Kwacha/US Dollar	817	745.9
Inflation rate (%)	9.8	7.9

At the date of approval of the financial statements, the above noted rates had moved as disclosed below:

Kwacha/Rand	63
Kwacha/USD	817
Inflation rate (%) (March 2022)	<u>14.1</u>

