



**Nimbus Infrastructure Limited**  
**(Incorporated in the Republic of Namibia)**  
**(Registration number 2017/0558)**  
**NSX share code: NUSP ISIN: NA000A2DTQ42**  
**(“Nimbus” or “the company”)**

www.nimbus.africa

REVIEWED PROVISIONAL CONDENSED FINANCIAL RESULTS for the eight months ended 28 February 2018

CONDENSED STATEMENT OF COMPREHENSIVE INCOME  
for the eight months ended 28 February 2018 (N\$)

	Notes	Reviewed 2018
Revenue - dividends received	2.3	2 214 978
Operating expenses		(1 630 711)
Operating profit		584 267
Share of associate		129 650
Interest received		55
Profit before taxation		713 972
Taxation		-
Profit for the period		713 972
Other comprehensive income		-
Total comprehensive income for the period	2.1	713 972
Basic earnings per share (cents)	2.1	10.99
Headline earnings per share (cents)	2.1	10.99
Dividends per share (cents)		-

CONDENSED STATEMENT OF FINANCIAL POSITION  
as at 28 February 2018 (N\$)

	Notes	Reviewed 2018
<b>ASSETS</b>		
Non-current assets		
Investment in associate	2.2	98 639 039
Current assets		

Other investments	2.3	3 681 550
Cash and cash equivalents		102 214
		3 783 764
TOTAL ASSETS		102 422 803
EQUITY AND LIABILITIES		
Capital and reserves		102 348 013
Current liabilities		
Trade and other payables		74 790
TOTAL EQUITY AND LIABILITIES		102 422 803

CONDENSED STATEMENT OF CASH FLOWS

for the eight months ended 28 February 2018 (N\$)

Reviewed  
2018

OPERATING ACTIVITIES

Cash generated from operating activities	788 761
Cash utilised by operations	(1 426 272)
Interest received	55
Dividends received	2 214 978
Cash flows used in investing activities	(102 320 589)
Cash flows from financing activities	101 634 042
Net increase in cash and cash equivalents	102 214
Cash and cash equivalents at the beginning of the period	-

CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD 102 214

CONDENSED STATEMENT OF CHANGES IN EQUITY

for the eight months ended 28 February 2018 (N\$)

	Share capital	Share premium	Distributable reserves	Total
Balance at inception	-	-	-	-
Share capital raised	103 634	-	-	103 634
Share premium	-	101 530 407	-	101 530 407
Total comprehensive income	-	-	713 972	713 972
Reviewed balance at 28 February 2018	103 634	101 530 407	713 972	102 348 013

Reviewed results - auditors review conclusion

The condensed financial statements for the period ended 28 February 2018, from which this information is derived, have been reviewed by PricewaterhouseCoopers (Chartered Accountants (Namibia)), who expressed an unmodified review conclusion thereon. The review was conducted in accordance with International Standards on Review Engagements 2410, "Review of Interim Financial Information Performed by the Auditor of the Entity". The unmodified review report is available for inspection at the Company's registered office together with the condensed financial statements referred to in the auditor's review report. Any reference to the future financial performance included in this announcement has not been reviewed or reported on by the Company's auditors.

The auditor's report does not necessarily report on all of the information contained in this announcement. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement they should obtain a copy of the auditor's report, together with the accompanying financial information from the issuer's registered office.

#### Basis of preparation

The reviewed condensed financial statements for the period ended 28 February 2018, from which this information is derived, have been prepared in accordance with the requirements of the NSX Listings Requirements for provisional reports and the requirements of the Companies Act of Namibia. The condensed financial statements for the eight months reporting period ended 28 February 2018 has been prepared in accordance with Accounting Standard IAS 34 Interim Financial Reporting. No comparatives have been disclosed, as the company was incorporated on 30 June 2017.

#### 1. OTHER INFORMATION

	Reviewed 2018
Number of shares in issue	10 363 407
Net asset value per share (cents per share)	987.59
Listed market price (cents per share)	1050
Premium to net asset value	6.3%
Capital commitments (including approved but not contracted)	N\$ nil

#### 2. NOTES TO THE FINANCIAL RESULTS

##### 2.1 Basic and Headline earnings per share

The weighted average number of issued shares as at 28 February 2018 is 6 495 882. The company was incorporated on 30 June 2017 with seven issued shares. A further 75 000 shares were issued on 31 July 2017 to provide working capital for the planned listing of the company. With the listing through a private placement on 06 October 2017 a further 10 288 400 shares were issued, which brought the total shares in issue to 10 363 407. The weighted earnings and headline earnings per share for the period are calculated as follows:

	Reviewed 2018 Cents	Reviewed 2018 Per Share
Basic earnings (Profit for the year)	713 972	10.99
Headline earnings (no adjustments required)	713 972	10.99

##### 2.2 Investment in associate

On 24 January 2018, Nimbus finalised the acquisition of a 26.5% interest in Paratus Telecommunications (Pty) Ltd ("Paratus"). In terms of the acquisition Nimbus acquired 8% of the issued share capital in Paratus from Cuvelai Telecommunications (Pty) Ltd for a cash payment of N\$20 million. Paratus has allotted and issued shares in Paratus to Nimbus for an amount of N\$75 million, to bring the effective shareholding of Nimbus in Paratus after the allotment to 26.5%, resulting in an effective 20.1% dilution of existing shareholders.

The total aggregate consideration paid was N\$95 million. The purchase consideration was settled from the cash raised from the private placement. Transaction costs to the amount of N\$3.5 million was capitalised to the investment, which inter alia include fees for a comprehensive financial, tax and legal due diligence, a fair and reasonable opinion from an independent expert, transaction fees to the investment manager and regulatory approval costs.

Associates are entities in which the company has significant influence but does not control or jointly control. The company is presumed to have significant influence when it has power over between 20% and 50% of the voting rights. The company includes the results of associates in its financial statements using the equity accounting method from the date of acquisition.

Reviewed  
2018

Investment in Paratus at cost	98 509 389
Share of February 2018 after tax profit	129 650
Investment value at 28 February 2018	98 639 039

The Paratus year-end coincides with the Nimbus year end. The most recent audited annual financial statements of Paratus are used in applying the equity method of accounting. No dividends were declared or paid by Paratus during the period under review.

### 2.3 Other investments

Other investments of N\$3.7 million at year end consists of an investment in a Money Market Fund, which earned dividends of N\$2.2 million. The dividends received are included under revenue-dividends received.

Other investments are classified as level 2 financial instruments. Level 2 financial instruments are valued at prices relative to prices in the market.

## 3. DIRECTORS' COMMENTARY

### 3.1 Financial results

The company was listed on 06 October 2017 through a private placement and was the first Capital Pool Company listed on the NSX. A total number of 10 288 400 shares were issued at a price of N\$10 per share, which raised capital to the amount of N\$102.8 million. The key points in relation to the rationale for listing is the increased local assets requirement, diversification of the NSX to facilitate contractual savings, access to funding, additional level of credibility and the opportunity for both local and international investors to co-invest. Given the collective skillset of the Directors, the Board is confident that viable assets can be acquired in the ICT sector that will maximise returns for shareholders.

The ICT sector has experienced significant growth across the world over the past four decades. However, while this growth largely took place in advanced economies, many sub-Saharan African countries have started to catch up with the developed countries, and have seen significant growth in internet penetration rates, as well as large increases in bandwidth availability and use. It is against this backdrop that Nimbus was

established to identify opportunities and acquire viable assets located in sub-Saharan Africa.

On 26 January 2018 Nimbus has finalised the acquisition of a 26.5% interest in Paratus (see note 2.2). The rationale for the transaction is inter alia to gain access to the Paratus diversified revenue streams and asset base, which includes the Trans Kalahari Fiber line, to provide Nimbus with the opportunity to pursue further investments in countries where Paratus has a presence, to provide a solid foundation for further capital raisings to fund projects or acquisitions and the investment into this viable asset enabled Nimbus to make an early transition from a Capital Pool Company to a main board listing on the NSX. Management will commence with the application to the NSX following the closing of the share swap transaction.

### 3.2 The market and prospects

The Namibian economy has experienced three consecutive quarters of negative growth, which has resulted in the contraction of the economy by -0.8% during 2017. The weakness in the economy is evident in the private sector credit extension rate which is 3.3% lower than a year ago. We expect the tough trading environment to continue for at least another 12 months after which recovery is expected, mostly driven by the primary sectors.

On 17 April 2018 the Nimbus shareholders approved an ordinary resolution for a share swap transaction and a rights issue. It is anticipated that all conditions precedent will be fulfilled by 31 May 2018, whereafter the share swap transaction and the rights issue will proceed.

In terms of the share swap transaction Nimbus will acquire 24.9% of the issued share capital in Paratus and will therefore increase its shareholding from 26.5% to 51.4%. The purchase consideration shall consist of the issue of 8 495 400 new ordinary shares in Nimbus to be allotted to the sellers at a pre-determined and agreed upon price of N\$10.50 each and a total value of N\$89 201 700. The issue of the new ordinary shares in Nimbus will cause a dilution of 24.7% for all current shareholders.

In terms of the rights issue, qualifying shareholders will be entitled to subscribe for 15 545 085 rights issue shares at a subscription price of N\$10.50 per rights issue share. This transaction will reduce the dilutionary effect to current shareholders, which excludes the share swap participants.

The rights issue proceeds will enable Nimbus to make further investments into the sub-Saharan Africa ICT sector. Nimbus is currently investigating the merits of an investment into data centers in both Namibia and Zambia, as well as an investment in a company planning a phased last-mile fiber roll-out across Windhoek. The project will provide fiber to the home and fiber to the business on an open access basis. This entails that any Internet Service Provider will be able to on-sell services to end-users.

### 3.3 Changes to the Board

Mr. Jaco Esterhuyse was appointed as a non-executive board member with effect from 23 May 2018.

### 3.4 Contingent liabilities

The Board is not aware of any contingent liabilities.

### 3.5 Dividends declared

No dividends have been declared or paid during the period under review.

### 3.6 Appreciation

The Board would like to thank the management team and service providers for their commitment and dedication with the listing of Nimbus and the subsequent transactions concluded since the listing.

Finally, we would like to thank our shareholders for their dedication and association with Nimbus.

By order of the Board  
H B Gerdes - Chairman of the Board  
23 May 2018

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COMPANY SECRETARY Services (Pty) Ltd  
Cronje Secretarial Services

### DIRECTORS

H B Gerdes (Chairman) #, I B Amuenje #, S H Birch \*#, S I de Bruin ^,  
S L V Z Erasmus ^, J J Esterhuyse \*, M R Mostert ^, J N N Shikongo #, C O  
Stork ~#  
(\*South African, #Independent, ^Executive, ~German)

### SPONSOR

PSG Wealth Management Namibia (Pty) Ltd  
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24 May 2018