

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

REPORTS AND FINANCIAL STATEMENTS

31 DECEMBER 2018

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

REPORTS AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

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AIRTEL MOBILE COMMERCE TANZANIA LIMITED

COMPANY INFORMATION

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS	Airtel Mobile Commerce Tanzania Limited Block 41, Kinondoni, Corner of Ali Hassan Mwinyi & Kawawa Road P.O. Box 9623 Dar es Salaam Tanzania
COMPANY SECRETARY	David Lema Legal Counsel Airtel House Block 41, Kinondoni, Corner of Ali Hassan Mwinyi & Kawawa Road P.O. Box 9623 Dar es Salaam Tanzania
AUDITORS	Deloitte & Touche Certified Public Accountants (Tanzania) 3 rd Floor, Aris House Plot 152, Haile Selassie Road P.O. Box 1559 Dar es Salaam, Tanzania
BANKERS	Citibank Tanzania Limited Peugeot House 36 Upanga Road P.O. Box 71625 Dar es Salaam Tanzania National Microfinance Bank Plc Head Office Ohio/Ali Hassan Mwinyi Road P.O. Box 9213 Dar es Salaam Tanzania National Bank of Commerce Limited NBC House, Azikiwe Street/Sokoine Drive P.O. Box 1863 Dar es Salaam Tanzania CRDB Bank Plc Head Office, Azikiwe Street P.O. Box 268 Dar es Salaam Tanzania Bank of Africa Head Office Ohio Street/Kivukoni Front P.O. Box 3054 Dar es Salaam Tanzania Diamond Trust Bank Tanzania Head Office Suite 901, 9 th Floor Harbour View Towers P.O. Box 115 Dar es Salaam Tanzania

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2018

1. INTRODUCTION

The Directors submit their report, together with the audited financial statements of Airtel Mobile Commerce Tanzania Limited ('the Company') for the year ended 31 December 2018.

2. PRINCIPAL ACTIVITIES

The principal activity of the Company is to hold the funds in the Airtel Money infrastructure in trust, for Airtel Money E-value account holders.

3. INCORPORATION AND REGISTRATION

The Company is incorporated in Tanzania under the Companies Act, 2002 as a private Company limited by shares. The Company was officially incorporated on 11 November 2010 and commenced activities in January 2011.

4. SHAREHOLDING

The shareholding of the Company as at 31 December 2018 is as stated below:-

Name of Share Holder	No. of Shares	% of Shareholding
Airtel Mobile Commerce BV	999	99.9%
Airtel Mobile Commerce Holdings BV	1	0.1%
	<u>1,000</u>	<u>100%</u>

5. RESULTS

The Company did not engage in any trading activities during the year.

6. SOLVENCY

The Company's state of financial affairs as at 31 December 2018 is set out on page 9 of these financial statements. The Board considers the Company to be solvent within the meaning ascribed by the Companies Act, 2002.

7. DIRECTORS

The Directors of the Company at the date of this report, all of whom have served throughout the year, except as otherwise indicated, were:

Name	Nationality	Age	Profession	Appointed/resigned
Ms. Jantina Catharina Uneken - Van De Vreede	Dutch	59	Lawyer	Appointed on 17 February 2014
Judge Joseph Sinde Warioba	Tanzanian	78	Lawyer	Appointed on 24 April 2018
Ms. Evelyn Mweta Richard	Tanzanian	47	PHD Business Administration	Appointed on 24 April 2018
Mr. Jaideep Paul	Indian	57	Commerce Graduate, Chartered Accountant	Resigned on 01 May 2018
Mr. Sunil Colaso	Indian	51	MBA in Marketing	Resigned on 01 May 2018

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

REPORT OF THE DIRECTORS

8. DIRECTORS' INTEREST IN THE SHARES OF THE COMPANY

All the Directors do not have interest in the Company's shareholding.

9. DIRECTORS' EMOLUMENTS

During the period, the Company did not pay any Directors' fees.

10. GOVERNANCE

The Board of Directors consists of two non-executive Directors. The Board takes overall responsibility for the Company. The Board delegates the day to day management of the business to the sister company's (Airtel Tanzania PLC) Managing Director who is assisted by the Senior Management team of the Company. The Board met once during the year.

The Company is committed to the principles of effective corporate governance. The Directors also recognize the importance of integrity, transparency and accountability.

11. RELATED PARTY TRANSACTION

Details of transactions with related parties are disclosed in Note 6 to the financial statements.

12. FUTURE DEVELOPEMENT PLAN

Airtel Money business is set to grow in terms of active customers, agents, number of transactions and transaction value; this will be achieved by creating initiatives that will drive growth in customer transactions and strengthen the agent network. The Trust Company objectives are to have sufficient capacity to secure customer and agent deposits and ensure compliance with The Electronic Money Regulations, 2015.

13. AUDITOR

The auditors, Deloitte & Touche, having expressed their willingness, continue in office in accordance with section 170(2) of the Companies Act, 2002.

Approved by the Board of Directors and signed on its behalf by:



Judge Joseph Sinda Warioba
Director

2 April2019



Ms. Evelyn Mweta Richard
Director

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

REPORT OF THE DIRECTORS' RESPONSIBILITIES

The Companies Act, 2002 requires the Directors to prepare financial statements for each financial year that give a true and fair view of the Company's state of affairs and its operating results for that year. The Companies Act, 2002 also requires the Directors to ensure that the Company keeps proper accounting records which disclose with reasonable accuracy at any time, the financial position of the Company. They are also responsible for safeguarding the assets of the Company.

The Directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the requirements of the Companies Act, 2002, and for such internal controls as Directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.


The Directors accept responsibility for the financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards and in the manner required by the Companies Act, 2002. The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its operating results. The Directors further accept responsibility for the maintenance of accounting records, which may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of Directors to indicate that the Company will not remain a going concern for at least the next twelve months from the date of this statement.



Judge Joseph Sinde Warioba
Director

2 April2019



Ms. Evelyn Mweta Richard
Director

AIRTEL MOBILE COMMERCE TANZANIA LIMITED


DECLARATION OF THE HEAD OF FINANCE

The National Board of Accountants and Auditors (NBAA) according to the power conferred under the Auditors and Accountants (Registration) Act. No. 33 of 1972, as amended by Act No. 2 of 1995, requires financial statements to be accompanied with a declaration issued by the head of finance responsible for the preparation of financial statements of the entity concerned.

It is the duty of a Professional Accountant to assist the Board of Directors to discharge the responsibility of preparing financial statements of an entity showing true and fair view of the entity position and performance in accordance with International Financial Reporting Standards and statutory financial reporting requirements. Full legal responsibility for the preparation of financial statements rests with the Board of Directors as set out in the Statement of Directors' Responsibilities on an earlier page.

I, Nishant Mohan, being the Finance Director of Airtel Mobile Commerce Tanzania Limited hereby acknowledge my responsibility of ensuring that financial statements for the year ended 31 December 2018 have been prepared in compliance with applicable accounting standards and statutory requirements.

I thus confirm that the financial statements comply with applicable accounting standards and statutory requirements as on that date and that they have been prepared based on properly maintained financial records.



Signed by: Nishant Mohan

Position: Finance Director
NBAA Registration No.: TACPA 2939

2 April..... 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AIRTEL MOBILE COMMERCE TANZANIA LIMITED

Report on the Financial Statements

Opinion

We have audited the financial statements of Airtel Mobile Commerce Tanzania Limited (the "Company"), set out on pages 8 to 20, which comprise the statements of financial position at 31 December 2018, the statements of profit or loss and other comprehensive income, the statements of changes in equity and the statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2018 and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and the requirements of Companies Act, 2002.

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 Financial Statements section of our report. We are independent of the Company in accordance with the National Board of Accountant and Auditors (NBAA) Code of Ethics, which is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code), together with other ethical requirements that are relevant to our audit of the financial statements in Tanzania, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other Information

The Directors are responsible for the other information, including the Report of the Directors. The other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRSs) and the requirements of the Companies Act, 2002 and for such internal controls as Directors determine are necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations of the Company, or have no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Company's financial reporting process.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the Company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance 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.

Report on Other Legal and Regulatory Requirements

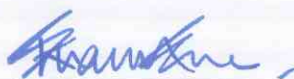
As required by the Companies Act, 2002 we report to you, based on our audit, that:

- (i) we have obtained all the information and explanations which to the best of our knowledge and belief, were necessary for the purposes of our audit;
- (ii) in our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books of account; and
- (iii) the statements of financial position (balance sheet) and the statements of profit or loss and other comprehensive income (profit and loss account) are in agreement with the books of account.

The engagement partner responsible for the audit resulting in this independent auditor's report is E.A. Harunani.

Deloitte & Touche

Certified Public Accountants (Tanzania)



Signed by: E. A. Harunani
NBAA Registration No. TACPA 1065
Dar es Salaam

12 April 2019

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 TZS '000	2017 TZS '000
Revenue		-	-
Administrative expenses	11	-	-
Profit before taxation		-	-
Taxation		-	-
Profit for the year		-	-
Other comprehensive income		-	-
Total comprehensive income for the year		-	-

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018

ASSETS	Notes	2018 TZS '000	2017 TZS '000
Current assets			
Due from a related party	6	1,470,368	1,000
Cash and cash equivalents	7	<u>117,554,868</u>	<u>111,657,000</u>
TOTAL ASSETS		<u>119,025,236</u>	<u>111,658,000</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	8	<u>1,000</u>	<u>1,000</u>
Total Equity		<u>1,000</u>	<u>1,000</u>
Current liabilities			
E-Value liability	9	111,741,110	103,909,148
MFS agents, merchants and customers' liability	10	7,244,404	7,747,852
Trade payables		<u>38,722</u>	<u>-</u>
		<u>119,024,236</u>	<u>111,657,000</u>
TOTAL EQUITY AND LIABILITIES		<u>119,025,236</u>	<u>111,658,000</u>

The financial statements on page 8 to 20 were approved and authorised for issue by the Board of Directors on 2 April 2019 and signed on its behalf by:



Judge Joseph Sinde Warioba
Director



Ms. Evelyn Mweta Richard
Director

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018

	Share capital	Retained earnings	Total
	TZS '000	TZS '000	TZS '000
At 1 January 2017 and 1 January 2018	1,000	-	1,000
Total comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2017 and 31 December 2018	<u><u>1,000</u></u>	<u><u>-</u></u>	<u><u>1,000</u></u>

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 TZS '000	2017 TZS '000
Cash flow from operating activities			
Profit before taxation		-	-
Movement in working capital:			
Increase in balance due from related party		(1,469,368)	-
Increase in E-Value liability		7,831,962	1,317,995
(Decrease)/Increase in amount due to MFS agents, merchants and customers' liability		(503,448)	1,319,212
Increase in Trade payables		<u>38,722</u>	<u>-</u>
Net cash flows from operating activities		<u>5,897,868</u>	<u>2,637,207</u>
Net increase in cash and cash equivalents		5,897,868	2,637,207
Cash and cash equivalents at 1 January		<u>111,657,000</u>	<u>109,019,793</u>
Cash and cash equivalents at 31 December	7	<u>117,554,868</u>	<u>111,657,000</u>

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

1. GENERAL INFORMATION

Airtel Mobile Commerce Tanzania Limited ('the Company') is incorporated in Tanzania under the Companies Act, 2002 as a limited liability Company, and is domiciled in Tanzania.

The principal activities of the Company are disclosed in the Report of the Directors.

2. STANDARDS AND INTERPRETATIONS AFFECTING THE REPORTED RESULTS OR FINANCIAL POSITION

Adoption of new and revised International Financial Reporting Standards (IFRSs)

a) Adoption of new and revised International Financial reporting standards and interpretations in the year ended 31 December 2018

None of the new and revised standards and interpretations, which became effective during the current year, have resulted in a change in the Company's accounting policies or in presentation. Neither have they had an effect on the reported results for the year.

b) Relevant new and amended standards and interpretations issued but not yet effective in the year ended 31 December 2018

At the date of authorisation of these financial statements, several new and revised standards and interpretations were in issue but not yet effective. The Directors are in the process of evaluating the potential effect of these standards and interpretation on the financial statements of the Company when effective.

c) Early adoption of standards

The Company did not early adopt any new or amended standards for the year ended 31 December 2018.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The financial statements have been prepared in accordance with and comply with International Financial Reporting Standards (IFRS) and the requirements of the Companies Act, 2002.

For the Companies Act, 2002 reporting purposes, in these financial statements, the statement of financial position represents the balance sheet and the profit and loss account is presented in the financial statements as statement of comprehensive income.

b) Basis of preparation

The financial statements have been prepared on a historical cost basis, except where stated otherwise. The financial statements are presented in Tanzanian Shillings (TZS) and all balances are rounded to the nearest thousand (TZS '000'), except when otherwise indicated.

c) Functional and presentation currency

Transactions in foreign currencies during the year are converted into Tanzania Shillings at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denomination in foreign currencies at the reporting date are transacted into Tanzania shillings at the exchange rate ruling at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to Tanzania Shillings at the date when the fair value was determined. Foreign currency gains and losses arising from translation are recognised in the statement of comprehensive income.

d) Cash and cash equivalents

Cash and cash equivalents include cash in bank accounts, held on behalf of E-value account holders of Airtel Tanzania Plc. For the purposes of the statement of cash flows, cash equivalent comprise the bank balances.

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

NOTES TO THE FINANCIAL STATEMENT (CONTINUED)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial instruments

i) Financial assets

Initial recognition and measurement

Financial assets are classified as financial assets at fair value through profit or loss, fair value through other comprehensive Income and Amortized cost. The Company determines the classification of its financial assets at initial recognition.

All financial instruments are initially measured at fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs

The Company's financial assets include cash and cash equivalents, and amounts due from related parties.

Subsequent measurement

Where assets are measured at fair value, gains and losses are either recognized entirely in profit or loss (fair value through profit or loss, FVTPL), or recognized in other comprehensive income (fair value through other comprehensive income, FVTOCI).

Financial Asset at amortized cost which include bank balances and amounts due from related parties. After initial measurement, bank balances and amounts due from related parties are subsequently measured at amortised cost using the effective interest rate method, less allowances for impairment. Amortization is calculated by taking into account any discount or premium on acquisition fees and costs that are an integral part of the effective interest rate.

An allowance for impairment is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of financial asset. The losses arising from impairment are recognised in the profit or loss.

The classification of a financial asset is made at the time it is initially recognized, namely when the Company becomes a party to the contractual provisions of the instrument. If certain conditions are met, the classification of an asset may subsequently need to be reclassified.

Derecognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired.
- The Company has transferred its rights to receive cash flows from the asset or has assumed obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

NOTES TO THE FINANCIAL STATEMENT (CONTINUED)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial instruments (continued)

i) Financial assets (continued)

Impairment of financial assets (continued)

The expected credit loss (ECL) is mainly based on the ageing of the receivable balances and historical experience. The receivables are assessed on an individual basis or grouped into homogeneous groups and assessed for impairment collectively, depending on their significance. Moreover, trade receivables are written off on a case to-case basis if deemed not to be collectible on the assessment of the underlying facts and circumstances.

The Company performs on-going credit evaluations of its customers' financial condition and monitors the credit-worthiness of its customers to which it grants credit in its ordinary course of business. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount due. Where the financial asset has been written-off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit and loss.

The Company uses a provision matrix to measure the expected credit loss of trade receivables. Based on the industry practices and the business environment in which the entity operates, management considers that the trade receivables are credit impaired if the payments are more than 90 days past due.

ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or financial liabilities at amortised cost.

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

The Company's financial liabilities include amounts due to E-value account holders and amounts due to related parties. These are classified as financial liabilities at amortised cost.

Subsequent measurement

The Company's financial liabilities are subsequently carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Derecognition

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

iii) Offsetting

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liabilities simultaneously.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial Instruments (continued)

iv) Fair value of financial instruments

The fair value of financial instruments measured at amortised cost is disclosed in the financial statements when the carrying amounts are not a reasonable approximation of the fair values. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the assets in its highest and best use.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and the disclosure of contingent liabilities, at the end of the reporting period. However uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The key assumptions concerning the 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 as follows:

Going concern

The Company's Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, the Directors are not aware of any other material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

5. FINANCIAL RISK MANAGEMENT

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on its financial performance, but the Company does not hedge any risks.

Risk management is carried out by management under policies approved by the Board of Directors.

Market risk

i) Foreign exchange risk

Foreign exchange risk arises from financial instruments held in foreign currencies. The Company operates wholly within Tanzania and its assets and liabilities are mainly denominated in local currency. As such, the Company has no significant exposure to foreign exchange risk.

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

NOTES TO THE FINANCIAL STATEMENT (CONTINUED)

5. FINANCIAL RISK MANAGEMENT (CONTINUED)

Market risk (continued)

ii) Price risk

The Company does not hold any financial instruments subject to price risk.

iii) Interest rate risk

Interest rate exposure arises from interest rate movements. The Company has interest bearing financial instruments which are held in trust hence the Company is not exposed to interest rate risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from placements (bank balances) and balances with other counterparties. The Company's key financial assets are bank balances. The Company's policy is to manage credit risk by holding bank balances in banks that are regulated by Bank of Tanzania.

The amount that best represents the Company's maximum exposure to credit risk as at 31 December 2018 is made up as follows:

	Total TZS '000'	Fully performing TZS '000'	Past due But not impaired TZS '000'	Impaired TZS '000'
Cash at bank	117,554,868	117,554,868	-	-
Due from related party	<u>1,470,368</u>	<u>1,470,368</u>	-	-
	<u>119,025,236</u>	<u>119,025,236</u>	-	-

The amount that best represents the Company's maximum exposure to credit risk as at 31 December 2017 is made up as follows:

	Total TZS '000'	Fully performing TZS '000'	Past due But not impaired TZS '000'	Impaired TZS '000'
Cash at bank	111,657,000	111,657,000	-	-
Due from related party	<u>1,000</u>	<u>1,000</u>	-	-
	<u>111,658,000</u>	<u>111,658,000</u>	-	-

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Prudent liquidity risk management includes maintaining sufficient cash balances to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's liabilities are fully matched with bank balances.

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

NOTES TO THE FINANCIAL STATEMENT (CONTINUED)

5. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk (continued)

The table below indicates the contractual timing of cash flows arising from financial assets and liabilities as of 31 December 2018:

Financial assets	Carrying amount TZS '000'	Less than 1 year TZS '000'
Cash at bank	117,554,868	117,554,868
Due from related party	<u>1,470,368</u>	<u>1,470,368</u>
	<u>119,025,236</u>	<u>119,025,236</u>
Financial liabilities		
E-value liability	111,741,110	111,741,110
MFS agents, merchants and customer liability	7,244,404	7,244,404
Trade payables	<u>38,722</u>	<u>38,722</u>
	<u>119,024,236</u>	<u>119,024,236</u>
Net liquidity gap	<u>1,000</u>	<u>1,000</u>

The table below indicates the contractual timing of cash flows arising from financial assets and liabilities as of 31 December 2017:

Financial assets	Carrying amount TZS '000'	Less than 1 year TZS '000'
Cash at bank	111,657,000	111,657,000
Due from related party	<u>1,000</u>	<u>1,000</u>
	<u>111,658,000</u>	<u>111,658,000</u>
Financial liabilities		
E-value liability	103,909,148	103,909,148
MFS agents, merchants and customer liability	<u>7,747,852</u>	<u>7,747,852</u>
	<u>111,657,000</u>	<u>111,657,000</u>
Net liquidity gap	<u>1,000</u>	<u>1,000</u>

Capital risk management

The Company's primary objective is to hold, in trust, the funds owing to the E-value holders and ensure the safety and sanctity of these funds. The Company does not trade and is not allowed to deal in these funds other than to settle obligations arising from genuine transaction of E-Value. The principal obligation of the Company is not to maximise wealth but to safeguard third party funds.

The capital structure of the Company consists of net debt which is made up of liabilities less cash and cash equivalents. The objective is to maintain net debt at Nil. In order to maintain or adjust the capital structure, the Company may return or request funds to/from E-value holders.

Fair value

The fair value of the Company's financial instruments reasonably approximates the carrying amounts.

AIRTEL MOBILE COMMERCE TANZANIA LIMITED

NOTES TO THE FINANCIAL STATEMENT (CONTINUED)

6. RELATED PARTY DISCLOSURES

Related party relationships exists between the Company, its shareholders other companies under common ownership and the Directors of the Company.

The following are the balances with related parties:

	2018	2017
	TZS'000'	TZS'000
a) Balances due to related party		
Airtel Tanzania PLC	<u>484,518</u>	<u>1,145,701</u>
b) Balance due from related party		

The below shown amount relates to the borrowed interest amount from Airtel Mobile Commerce Tanzania Limited own wallets taken to fund other operating activities within the organisation. Airtel Mobile Commerce Tanzania Limited use its funds generated from its own source/Wallets to funds day to day operational activities.

	2018	2017
	TZS '000	TZS '000
Airtel Tanzania PLC	<u>1,470,368</u>	<u>1,000</u>

c) Key management compensation

Key management personnel are described as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director of the Company.

The Company did not have any employees during the year and therefore did not pay any salaries or other emoluments (2017: Nil).

d) Directors' remuneration

The Directors of the Company were not paid any fees or other emoluments during the year.

7. CASH AND CASH EQUIVALENTS

	2018	2017
	TZS '000	TZS '000
Cash at bank	<u>117,554,868</u>	<u>111,657,000</u>

For the purposes of the statement of cash flows, cash and cash equivalents comprise the above bank balances. These balances represent agents' deposits, merchants and bank interest accruing on the account.

8. SHARE CAPITAL

	2018	2017
	TZS '000	TZS '000
Authorised, issued and fully paid up		
1,000 ordinary shares of TZS 1,000 each	<u>1,000</u>	<u>1,000</u>

AIRTEL MOBILE COMMERCE TANZANIA LIMITED
 NOTES TO THE FINANCIAL STATEMENT (CONTINUED)

	2018 TZS '000	2017 TZS '000
9. E-VALUE LIABILITY		
E-Value amounts in circulation - agents and merchants	52,755,145	49,832,381
E-Value amounts in circulation - customers	50,449,515	52,931,066
E-Value amounts due to related parties	6(a) 484,518	1,145,701
E-Value amounts in circulation - churn customers	8,051,932	-
	<u>111,741,110</u>	<u>103,909,148</u>

**10. MOBILE FINANCIAL SERVICES (MFS) AGENTS,
 MERCHANTS AND CUSTOMERS' LIABILITY**

Opening balance	7,747,852	6,428,640
Interest earned from bank deposits during the year	4,692,342	7,262,139
Interest pay out to MFS users	<u>(5,195,790)</u>	<u>(5,942,927)</u>
Closing balance	<u>7,244,404</u>	<u>7,747,852</u>

This balance represent liability in respect of interest received on E-Value liability funds held as cash and cash equivalent. The interest earned during the period was earned at an average rate of 4.3% for all the six banks that the Company has opened trust accounts.

11. INCOME AND EXPENSES

The Bank of Tanzania (BOT), the regulator of Mobile Financial Institutions requires that prior approval is obtained from BOT for any expense to be incurred in a Trust Company. The only expense which the Company bears is audit fees. The Bank of Tanzania provided a no objection letter to the Company to recognize the audit expense from the interest earned from the Trust account. The Company's policy is to offset the other income with the related expenses.

The other income and related expenses during the year were as follows:

	2018 TZS '000	2017 TZS '000
Other income	20,781	15,402
Administrative expenses: Auditor's remuneration	<u>(20,781)</u>	<u>(15,402)</u>
	<u>-</u>	<u>-</u>

12. CONTINGENT LIABILITIES

The Company had not contingent liabilities as at 31 December 2018 (2017: Nil), which may possibly result in loss to the Company.

13. COMMITMENTS

The Company had no commitments as at 31 December 2018 (2017: Nil).

AIRTEL MOBILE COMMERCE TANZANIA LIMITED
NOTES TO THE FINANCIAL STATEMENT (CONTINUED)

14. ULTIMATE HOLDING COMPANY

Airtel Mobile Commerce Tanzania Limited is part of the Bharti Airtel Group of Companies. The Company's direct shareholders are Airtel Mobile Commerce B.V. and Airtel Mobile Commerce Holding B.V., both companies are incorporated and domiciled in the Netherlands. Ultimate controlling entity effectively from November 3, 2017 is Bharti Enterprises (Holding) Private Limited. It is held by private trusts of Bharti family, with Mr. Sunil Mittal's family trust effectively controlling the Company. The step-up parent company that produces consolidated financial statements for public use within the Group is Bharti Airtel Limited, a company incorporated and domiciled in India.

15. EVENTS SUBSEQUENT TO THE YEAR END

At the date of signing the financial statements, the Directors are not aware of any other matter or circumstance arising since the end of the financial year, not otherwise dealt with in these financial statements, which significantly affected the financial position of the Company and results of its operations.