

**BHARTI AIRTEL NIGERIA B.V.
AT AMSTERDAM**

Annual Report 2018/2019

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To the shareholders of
Bharti Airtel Nigeria B.V. (the "Company")
Overschiestraat 65
1062 XD Amsterdam

Dear shareholders,

Please find attached the financial statements for the year starting on April 1, 2018 and ending on March 31, 2019 of the Company (hereinafter referred to as the "Year 2018/2019").

We have prepared the annual accounts of the Year 2018/2019 of the Company in accordance with Part 9 of Book 2 of the Dutch Civil Code. The financial statements comprise the Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the Year 2018/2019 with the accompanying explanatory notes. These notes include a summary of the accounting policies which have been applied.

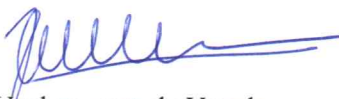
The activities of the Company consist of providing holding and finance services. On March 31, 2019 the board of directors is formed by;

- J.C. Uneken- van de Vreede
- D. Van Kootwijk
- J. Paul

The Balance Sheet is showing a total amount of USD 1,404,823,247 and the Profit and Loss Account is showing a negative post-tax result of USD 104,357,459. The loss for the Year 2018/2019 amounts to USD 104,357,459 compared with a loss for the year 2017/2018 of USD 68,995,263.

For purposes of corporate income tax, the Company forms a fiscal unity with Bharti Airtel International (Netherlands) B.V. The corporate income tax of the subsidiaries of the Company is reported in the accounts of Bharti Airtel International (Netherlands) B.V. The withholding taxes paid by the subsidiaries of the Company are reported in the accounts of the subsidiaries. The withholding taxes are recognized in the Profit and Loss Account as general expenses. We will gladly provide further explanations upon request.

Sincerely yours,



J.C. Uneken - van de Vreede
On behalf of the management board of the Company

FINANCIAL STATEMENTS

I. BALANCE SHEET AS AT MARCH 31, 2018

(Before appropriation of results)

	Notes	March 31, 2019		March 31, 2018	
		US\$*1,000	US\$*1,000	US\$*1,000	US\$*1,000
ASSETS					
Financial fixed assets					
Participations in group companies	(a)	1,372,579		1,296,175	
Receivables from group companies	(b)	<u>13,549</u>		<u>71,241</u>	
			1,386,128		1,367,416
Current assets					
Receivables					
Receivables from group companies	(a)	13,966		13,870	
Other receivables	(b)	<u>4,718</u>		<u>4,718</u>	
			18,684		18,588
Cash and cash equivalents	(3)		11		1
			<u>1,404,823</u>		<u>1,386,005</u>
EQUITY AND LIABILITIES					
Shareholder's equity					
Issued and paid-up share capital	(4)	20		22	
Other reserves		(746,992)		(677,999)	
Unappropriated results		<u>(104,357)</u>		<u>(68,995)</u>	
			(851,329)		(746,972)
Long-term debts					
Payable to group companies	(5)		2,256,152		2,132,977
			<u>1,404,823</u>		<u>1,386,005</u>

II. PROFIT & LOSS ACCOUNT 2018/2019

	Notes	2018/2019 US\$*1,000	2017/2018 US\$*1,000
Expenses			
Costs	(6)	2,676	69
		<u>2,676</u>	<u>69</u>
Finance income and expenses			
	(7)		
Interest income from group companies	(a)	1,635	9,838
Interest expense and similar charges	(b)	(103,316)	(78,764)
		<u>(101,681)</u>	<u>(68,927)</u>
Financial income and expenses			
Result from operations before taxation		<u>(104,357)</u>	<u>(68,995)</u>
Taxation on result from operations		-	-
		<u>(104,357)</u>	<u>(68,995)</u>

III. NOTES TO THE COMPANY ACCOUNTS

GENERAL

Activities

The activities of the Company consist of providing holding and finance services. The Company has its registered office at Overschiestraat 65, 1062 XD Amsterdam, Netherlands.

Group structure

The Company forms part of the Bharti Airtel Group of companies. Immediate parent company is Bharti Airtel Nigeria Holdings II B.V. and the step up parent Companies are;

- Airtel Africa Limited, United Kingdom
- Bharti Airtel Limited, India.

Consolidation

In accordance with article 2:407 part 2A of the Dutch Civil Code no consolidated financial statements have been prepared. The Company also avails itself of the facility of article 408, Book 2 of the Dutch Civil Code. The annual accounts of the Company and its subsidiaries are consolidated into the annual accounts of Bharti Airtel Limited, India. Copies of the consolidated accounts are available at the Trade Register of the Chamber of Commerce in Amsterdam. The consolidated accounts will be filed together with the financial statements of the Company.

LIST OF PARTICIPATING INTERESTS

The Company has the following capital interests which have not been valued at net capital value:

Name, statutory registered office	Share in issued capital
	%
Airtel Networks Limited Banana Island, Nigeria	91.77

GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE ANNUAL ACCOUNTS

The financial statements have been prepared in accordance with the general provisions of Title 9, Book 2 of the Dutch Civil Code. As allowed in art.2:396 paragraph 6 of the Dutch Civil Code, the valuation of the assets and liabilities and the determination of the result is based on the principles for determination of the taxable profit, as meant in chapter II of the Corporate Income Tax Act 1969. The annual report and financial statements have been prepared on the historical cost basis, and incorporate the principal accounting policies set out below. They are presented in US Dollars. These financial statements will be submitted for consideration and approval at the forthcoming Annual Meeting of Shareholders of the Company.

Assumption of continuity

The Company has an equity deficit of USD 851,329,312 as of March 31, 2019. The result for 2018/2019 amounted to USD 104,357,459 (loss). The deficit is fully funded by intercompany loans. The Company's ability to continue as a going concern is highly contingent on the willingness on the part of group companies to continue the said loans. The group companies confirmed their willingness to continue the loans. In view of this, the accounting policies used in these financial statements are based on the expectation that the Company will be able to continue as a going concern.

Financial instruments

Financial instruments are both primary financial instruments, such as receivables and payables, and financial derivatives. For the principles of primary financial instruments, reference is made to the treatment per Balance Sheet item.

The Company does not use derivatives.

Translation of foreign currency

The financial statements are presented in US dollar, which is the Company's functional and presentation currency, this based on the currency in which its main transactions are concluded.

Transactions in foreign currencies (transactions not in the functional currency of the transaction entity) are translated at the foreign exchange rate at transaction date.

Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rate prevailing at the Balance Sheet date. All differences are taken to the income statement. Share capital, which is denominated in Euro, is translated at the exchange rate prevailing at the Balance Sheet date; differences are taken to the other reserves within shareholder's equity.

Staff members

During the Year 2018/2019 the Company had no employees, and hence incurred no wages, salaries or related social security charges, nor during the previous period.

PRINCIPLES OF VALUATION OF ASSETS AND LIABILITIES**Impairment**

At each Balance Sheet date, the Company tests whether there are any indications of assets being subject to impairment. If any such indications exist, the recoverable amount of the asset is determined. If this proves to be impossible, the recoverable amount of the cash generating unit to which the asset belongs is identified. An asset is subject to impairment if its carrying amount exceeds its recoverable amount; the recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

Financial fixed assets

Due to the international structure of the group and the use of the consolidation exemption of Article 408, Book 2 of the Dutch Civil Code, participations are recognized at cost. If an asset qualifies as impaired, it is measured at its impaired value; any write offs are disclosed in the income statement.

Receivables are valued at nominal value, unless disclosed differently. The receivables of group companies are included in financial fixed assets, except for maturities less than 12 months after balance sheet date. They are included in the current assets.

Current assets and accrued income

Receivables are valued at nominal value. Any provisions for the risk of doubtful debts are deducted. These provisions are determined based on individual assessment of the receivables.

Non-current liabilities

Liabilities are valued at nominal value, unless disclosed differently.

Current liabilities

Liabilities are valued at nominal value, unless disclosed differently.

Long-term debts

Borrowings are valued at nominal value. Payables to group companies are included in long-term debts, except for maturities less than 12 months after balance sheet date. They are included in the current liabilities.

PRINCIPLES FOR THE DETERMINATION OF THE RESULT**Principles for determination of the result**

Profit or loss is determined as the difference between the realizable value of services rendered, and the costs and other charges for the year. Revenues on transactions are recognized in the year in which they are realized.

Other costs

Other costs are recognized based on the historical cost convention and are allocated to the reporting year to which they relate.

Financial income and expenses

Financial income and expenses comprises of interest income and expense of loans for the current reporting period.

Taxes

The Company forms a fiscal unity with Bharti Airtel International (Netherlands) B.V. A consolidated tax return is filed in which Bharti Airtel International (Netherlands) B.V. accounts for the Dutch tax implications of the group.

IV. NOTES TO THE SPECIFIC ITEMS OF THE BALANCE SHEET AS PER MARCH 31, 2019
ASSETS**1. Financial fixed assets**

	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
(a) Participations in group companies	1,372,579	1,296,175
(b) Receivables from group companies	13,549	71,241
	<u>1,386,128</u>	<u>1,367,417</u>
	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
(a) Participations in group companies		
Airtel Networks Limited, Banana Island, Nigeria	1,372,579	1,296,175
	<u>1,372,579</u>	<u>1,296,175</u>

During the year, the Company has acquired 17,084,124 shares amounting USD 66.44 million held by shareholders of Airtel Networks Limited. As on 31st March, 2019, the Company holds 91.77% shareholding in Airtel Networks Limited.

On 21 Feb 2019, the company has acquired 12,004,860,725 shares of Airtel Networks Limited through right issue for USD 9.96 Million.

	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
(b) Receivables from group companies		
Airtel Networks Limited, Banana Island, Nigeria	13,549	71,241
	<u>13,549</u>	<u>71,241</u>

The calculated interest rate as at year end is based on 3 months libor+ 450 bps. Any outstanding principal loan amounts and accrued interest thereon will be payable in fully by December 31, 2021, unless agreed otherwise between borrower and lender in writing.

2. Receivables

	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
(a) Receivables from Group Companies		
Bharti Airtel Africa B.V.	13,966	13,870
	<u>13,966</u>	<u>13,870</u>

	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
(a) Other receivables		
Withholding Tax	4,718	4,718
	<u>4,718</u>	<u>4,718</u>

3. Cash and cash equivalents

	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
Cash at Bank	11	1
	<u>11</u>	<u>1</u>

Cash balances are free for disposal by the Company.

EQUITY AND LIABILITIES**4. Shareholder's Equity**

	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
Issued and paid-up share capital		
18,000 Ordinary shares of EUR 1.00	20	22
	<u>20</u>	<u>22</u>

The statutory share capital amounts to Euro 90,000. The Company's Euro denominated share capital is translated into USD at an exchange rate of Euro 1.123 as at 31 March 2019 (31 March 2018: Euro 1.230). Translation differences are recorded in Other reserves.

	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
Other reserves		
Balance as of April 1	(677,996)	(518,731)
Allocation of previous financial year net result	<u>(68,995)</u>	<u>(159,265)</u>
	(746,991)	(677,996)
Foreign currency changes on share capital	(1)	(3)
Balance as of March 31	<u>(746,992)</u>	<u>(677,999)</u>

	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
Unappropriated results		
Balance as of April 1	(68,995)	(159,265)
Unappropriated results	<u>(104,357)</u>	<u>(68,995)</u>
	(173,353)	(228,260)
Appropriation of result previous year	68,995	159,265
Balance as of March 31	<u>(104,357)</u>	<u>(68,995)</u>

5. Long-term debts

(a) Payable to shareholder	<u>March 31, 2019</u> US\$*1,000	<u>March 31, 2018</u> US\$*1,000
Bharti Airtel Nigeria Holdings II B.V.	2,256,152	2,132,977
Balance as of March 31	<u>2,256,152</u>	<u>2,132,977</u>

The calculated interest as at year end is based on 3 month libor+ 225 bps (in 2016/2017: 3months libor+225bps). Any outstanding principal loan amounts and accrued interest thereon will be payable in full by December 31, 2021, unless agreed otherwise between borrower and lender in writing.

ASSETS AND COMMITMENTS NOT SHOWN IN THE BALANCE SHEET*Tax-group liability*

The Company forms a fiscal unity for corporate income tax purposes with Bharti Airtel International (Netherlands) B.V. as of 8 June, 2010. Under the Tax Collection Act, the Company is jointly and severally liable for the taxes payable by the group.

V. NOTES TO THE SPECIFIC ITEMS OF THE PROFIT & LOSS ACCOUNT 2018/2019
6. Costs

	<u>2018/2019</u> US\$*1,000	<u>2017/2018</u> US\$*1,000
Professional and legal fees	2,676	502
Withholding taxes	-	(434)
	<u>2,676</u>	<u>69</u>

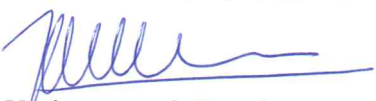
7. Finance income and expenses**(a) Interest and other income from group companies**


	<u>2018/2019</u> US\$*1,000	<u>2017/2018</u> US\$*1,000
Interest income on loans to Interest Airtel Networks Limited	1,635	9,838
	<u>1,635</u>	<u>9,838</u>

(b) Interest expense and similar charges

	<u>2018/2019</u> US\$*1,000	<u>2017/2018</u> US\$*1,000
Interest expenses on loan from Bharti Airtel Nigeria Holdings II B.V.	(103,313)	(78,762)
Bank Charges	(3)	(3)
	<u>(103,316)</u>	<u>(78,764)</u>

On behalf of the management board of the Company


J.C. Uneken - van de Vreede
Director


D. Van Kootwijk
Director

J. Paul
Director

Date: 20th June 2019

V. NOTES TO THE SPECIFIC ITEMS OF THE PROFIT & LOSS ACCOUNT 2018/2019
6. Costs

	<u>2018/2019</u> US\$*1,000	<u>2017/2018</u> US\$*1,000
Professional and legal fees	2,676	502
Withholding taxes	-	(434)
	<u>2,676</u>	<u>69</u>

7. Finance income and expenses**(a) Interest and other income from group companies**

	<u>2018/2019</u> US\$*1,000	<u>2017/2018</u> US\$*1,000
Interest income on loans to Interest Airtel Networks Limited	1,635	9,838
	<u>1,635</u>	<u>9,838</u>

(b) Interest expense and similar charges

	<u>2018/2019</u> US\$*1,000	<u>2017/2018</u> US\$*1,000
Interest expenses on loan from Bharti Airtel Nigeria Holdings II B.V.	(103,313)	(78,762)
Bank Charges	(3)	(3)
	<u>(103,316)</u>	<u>(78,764)</u>

On behalf of the management board of the Company

J.C. Uneken - van de Vreede
Director

D. Van Kootwijk
Director



J. Paul
Director

Date: 20th June 2019

OTHER INFORMATION



OTHER INFORMATION

1 Notification regarding the absence of an audit report

The Company is exempt from audit requirement because it is within the limits set in Article 2: 396 paragraph 1 of the Dutch Civil Code. Therefore the annual accounts do not include an audit report.

2 Statutory appropriation of profit

According to the Company's Articles of Association, article 22, the General Meeting of shareholders determines the appropriation of the Company's net result for the year.

3 Appropriation of the result for the 2017/2018 financial year

The annual accounts for the Year 2017/2018 were adopted by the General Meeting held on July 12, 2018. The General Meeting has determined the appropriation of the result as it was proposed.

4 Proposed appropriation of result for the financial year 2018/2019

The management board proposes that the result for the financial year 2018/2019 amounting to USD 104,357,459 (loss) should be transferred to the Other reserves. The financial statements do (not yet) reflect this proposal.

5 Post Balance Sheet events

There is no post Balance Sheet event to report.