

**AIRTEL MOBILE COMMERCE HOLDINGS B.V.**

Annual Report and Financial Statements for the year ended 31 March 2024

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# Airtel Mobile Commerce Holdings B.V. Management Report

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To the shareholders,  
Airtel Mobile Commerce Holdings B.V. (the "Company")  
Overschiestraat 65  
1062 XD Amsterdam, The Netherlands

Dear shareholders,

Please find attached the financial statements for the year starting on 1 April 2023 and ending on 31 March 2024 of the Company (hereinafter referred to as the "Year 2023/2024").

We have prepared the annual accounts of the Year 2023/2024 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 31 March 2024 and the Income Statement for the Year 2023/2024 with the accompanying explanatory notes. These notes include a summary of the accounting policies which have been applied.

## **PRINCIPAL ACTIVITIES**

The principal activity of the Company is that of an investment and holding company.

## **DIRECTORS**

The following directors appointed in terms of the Articles of Association of the company served office during the period:

- J.C. Uneken- van de Vreede (Resigned w.e.f. 30 June 2024)
- D. Van Kootwijk
- M.L. van Dam (Appointed w.e.f. 1 July 2024)

## **FINANCIAL PERFORMANCE**

The Shareholder's equity as on 31 March, 2024 is USD 1,347,163 (31 March 2023: USD 658,580) and the Income Statement for the Year 2023/2024 is showing a post-tax profit of USD 688,583 (2022/2023: profit of USD 511,705).

The Company forms a fiscal unity for each corporate income tax and VAT purposes with Airtel Mobile Commerce B.V. We will gladly provide further explanations upon request.

On behalf of the management board of the Company

sd-/

M.L. van Dam  
Managing Director  
24 July 2024

**Airtel Mobile Commerce Holdings B.V.**  
**Balance Sheet (before appropriation of result)**  
*(All amounts are in US dollar, unless stated otherwise)*

|                                     | Notes | As of            |                |
|-------------------------------------|-------|------------------|----------------|
|                                     |       | 31 March, 2024   | 31 March, 2023 |
| <b>ASSETS</b>                       |       |                  |                |
| <b>Fixed assets</b>                 |       |                  |                |
| <b>Financial fixed assets</b>       |       |                  |                |
| Participations in group companies   | (5)   | 1                | 1              |
| <b>Total Financial fixed assets</b> |       | 1                | 1              |
| <b>Current assets</b>               |       |                  |                |
| <b>Receivables</b>                  |       |                  |                |
| Receivables from group companies    | (6)   | 1,345,047        | 656,464        |
| <b>Other Current Assets</b>         |       | -                | -              |
| <b>Cash</b>                         | (7)   | 2,115            | 2,115          |
| <b>Total current assets</b>         |       | 1,347,162        | 658,579        |
| <b>Total assets</b>                 |       | <b>1,347,163</b> | <b>658,580</b> |
| <b>EQUITY AND LIABILITIES</b>       |       |                  |                |
| <b>Shareholder's equity</b>         |       |                  |                |
| Issued share capital                | (8)   | 19,444           | 19,622         |
| Other reserves                      |       | 639,136          | 127,253        |
| Unappropriated results              |       | 688,583          | 511,705        |
|                                     |       | 1,347,163        | 658,580        |
| <b>Non-current liabilities</b>      |       |                  |                |
| <b>Current liabilities</b>          |       |                  |                |
| Other payables                      |       | -                | -              |
| <b>Total liabilities</b>            |       | -                | -              |
| <b>Total equity and liabilities</b> |       | <b>1,347,163</b> | <b>658,580</b> |

**Airtel Mobile Commerce Holdings B.V.****Income Statement***(All amounts are in US dollar, unless stated otherwise)*

|  | Notes | For the year ended |                |
|--|-------|--------------------|----------------|
|  |       | 31 March, 2024     | 31 March, 2023 |
| <b>Income</b>                              |       |                    |                |
| Dividend income                            | (10)  | 817,061            | 628,514        |
| <b>Total operating income</b>              |       | 817,061            | 628,514        |
| <b>Expense</b>                             |       |                    |                |
| Other expenses                             | (11)  | -                  | 107            |
| <b>Total operating expenses</b>            |       | -                  | 107            |
| <b>Result from operations</b>              |       | 817,061            | 628,407        |
| Foreign currency exchange differences loss | (12)  | 6,093              | 22,552         |
| <b>Result before taxation</b>              |       | 810,968            | 605,855        |
| Taxation                                   | (13)  | 122,385            | 94,150         |
| <b>Net result for the year</b>             |       | <b>688,583</b>     | <b>511,705</b> |

**Airtel Mobile Commerce Holdings B.V.**  
**Notes to the Financial Statements**  
*(All amounts are in US dollar, unless stated otherwise)*

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## 1. Corporate information

### 1.1 Activities

The activities of the Company are that of an investment and holding company. The Company has its registered office at Overschiestraat 65, 1062 XD Amsterdam, The Netherlands.

### 1.2 Group structure

The Company forms part of the Airtel Africa Group of companies. Immediate parent company is Airtel Mobile Commerce B.V. and the step up parent companies are:

- Bharti Airtel International (Netherlands) B.V., The Netherlands
- Airtel Africa plc, United Kingdom
- Bharti Airtel Limited, India

### 1.3 List of participating interests

The Company has the following capital interests:

| Name, statutory registered office                                    | Share in issued capital |               |
|--|-------------------------|---------------|
|  | 31 March 2024           | 31 March 2023 |
|  | %                       | %             |
| Airtel Mobile Commerce Zambia Limited<br>Lusaka, Zambia              | 1.00                    | 1.00          |
| Airtel Mobile Commerce Limited<br>Lilongwe, Malawi                   | 0.000002                | 0.000002      |
| Airtel Mobile Commerce (Kenya) Limited<br>Nairobi, Kenya             | 0.10                    | 0.10          |
| Airtel Mobile Commerce Uganda Limited<br>Kampala, Uganda             | 0.00001                 | 0.00001       |
| Airtel Mobile Commerce (Tanzania) Limited<br>Dar es Salaam, Tanzania | 0.10                    | 0.10          |
| Airtel Mobile Commerce (Seychelles) Limited<br>Victoria, Seychelles  | 1.00                    | 1.00          |
| Airtel Mobile Commerce Madagascar S.A.<br>Analamanga, Madagascar     | 0.10                    | 0.10          |
| Smartcash Payment Service Bank Limited<br>Nigeria                    | -                       | 0.00000728    |

## 2. General accounting principles for the preparation of the annual accounts

### 2.1 Basis of preparation

The financial statements are drawn up in accordance with the provisions of Title 9, Book 2, of Dutch Civil Code and the Dutch Accounting Standard applicable to small legal entities, as published by the Dutch Accounting Standard Board ('Raad voor de Jaarverslaggeving'). The annual report and financial statements have been prepared on the historical cost basis and based on the principal accounting policies set out below. They are presented in US Dollar. These financial statements will be submitted for consideration and approval at the forthcoming annual meeting of shareholders of the Company.

**Airtel Mobile Commerce Holdings B.V.**  
**Notes to the Financial Statements**  
*(All amounts are in US dollar, unless stated otherwise)*

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## **2.2 Consolidation**

The Company 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 Airtel Africa plc, United Kingdom. A copy of the consolidated accounts of Airtel Africa plc will be filed together with these financial statements and will thereafter be available at the Trade Register of the Chamber of Commerce in Amsterdam.

## **2.3 Financial instruments**

Financial assets and financial liabilities are recognized on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial instruments can be both primary financial instruments, such as receivables and payables, and financial derivatives.

The Company does not use derivatives.

## **2.4 Translation of foreign currency**

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

Transactions in foreign currencies (other than functional currency of the Company) are initially recorded in the functional currency at the exchange rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the Balance Sheet date. Foreign exchange differences on subsequent re-statement/settlement are recognised in the Profit and Loss Account. Share capital, which is denominated in Euro, is translated at the exchange rate prevailing at the Balance Sheet date; foreign exchange differences are taken to the other reserves within shareholder's equity.

## **2.5 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.

## **2.6 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 Netherlands Civil Code, participating interests in group companies are carried at cost less any impairment.

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 which are included in the current assets. Any provisions for the risk of doubtful debts are deducted. These provisions are determined based on individual assessment of the receivables.

## **2.7 Current assets**

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

## **2.8 Cash and cash equivalents**

Cash includes cash at bank.

## **2.9 Non-current liabilities**

Borrowings are valued at amortised cost. Payables to group companies are included in non-current liabilities, except for maturities less than 12 months after balance sheet date which are included in the current liabilities.

## **2.10 Current liabilities**

Liabilities are valued at nominal value, unless determined differently.

## **2.11 Other expense**

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

## **2.12 Income**

Income would mainly comprises of interest and dividend for the reporting period. Dividend income from investments in subsidiaries is recognized when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

## **2.13 Taxes**

The Company forms a fiscal unity for each corporate income tax and VAT purposes with Airtel Mobile Commerce B.V. The Company is jointly and severally liable for the taxes payable by the fiscal unity.

## **3. Estimates**

In applying the principles and policies for drawing up the financial statements, the directors of the company make estimates and judgments that may be essential to the amounts disclosed in the financial statements. If it is necessary in order to provide the transparency required under article 362, sub 1, book 2 of the Dutch Civil Code the nature of these estimates and judgments, including related assumptions, is disclosed in the Notes to the relevant financial statement item.

## **4. Staff members**

During the year 2023/2024 the Company had no employees, and hence incurred no wages, salaries or related social security charges (2022/2023: NIL).



## Airtel Mobile Commerce Holdings B.V.

### Notes to the Financial Statements

(All amounts are in US dollar, unless stated otherwise)

#### 5. Financial fixed assets

|  | As of         |               |
|--|---------------|---------------|
|  | 31 March 2024 | 31 March 2023 |
| <b>Participations in group company</b> |               |               |
| Participations in group company        | 1             | 1             |
|  | <u>1</u>      | <u>1</u>      |

#### Current assets

##### 6. Receivables

|   | As of            |                |
|---|------------------|----------------|
|   | 31 March 2024    | 31 March 2023  |
| <b>Receivables from group companies</b>               |                  |                |
| Airtel Mobile Commerce B.V.                           | 1,321,610        | 633,026        |
| Airtel Mobile Commerce Madagascar B.V.                | 23,438           | 23,438         |
| Receivable from Airtel Mobile Commerce Zambia Limited | -                | -              |
|   | <u>1,345,048</u> | <u>656,464</u> |

##### 7. Cash and cash equivalents

|              | As of         |               |
|--------------|---------------|---------------|
|              | 31 March 2024 | 31 March 2023 |
| Cash at Bank | 2,115         | 2,115         |
|              | <u>2,115</u>  | <u>2,115</u>  |

##### 8. Shareholder's Equity

|   | As of         |               |
|---|---------------|---------------|
|   | 31 March 2024 | 31 March 2023 |
| <b>Issued share capital</b>                   |               |               |
| 18,000 ordinary shares at par value Euro 1.00 | 19,444        | 19,622        |
|   | <u>19,444</u> | <u>19,622</u> |

The authorized share capital amounts to Euro 90 thousands (31 March 2023: Euro 90 thousands). The Company's Euro denominated share capital is translated into USD at an exchange rate of Euro 1.080 as at 31 March, 2024 (31 March, 2023: Euro 1.090). Translation differences are recorded in Other reserves.

|   | For the year ended   |                      |
|---|----------------------|----------------------|
|   | 31 March 2024        | 31 March 2023        |
| <b>Other reserves</b>                     |                      |                      |
| Balance as of April 1                     | 128,773              | 122,132              |
| Allocation of previous year result        | 511,705              | 6,641                |
|   | <u>640,478</u>       | <u>128,773</u>       |
| Foreign currency changes on share capital | (1,342)              | (1,520)              |
| Balance as of March 31                    | <u>639,136</u>       | <u>127,253</u>       |
|   |                      |                      |
|   | <b>31 March 2024</b> | <b>31 March 2023</b> |
| <b>Unappropriated results</b>             |                      |                      |
| Balance as of April 1                     | 511,705              | 6,641                |
| Unappropriated results                    | 688,583              | 511,705              |
|   | <u>1,200,288</u>     | <u>518,346</u>       |
|   |                      |                      |
| Appropriation of previous year result     | (511,705)            | (6,641)              |
| Balance as of March 31                    | <u>688,583</u>       | <u>511,705</u>       |

## Airtel Mobile Commerce Holdings B.V.

### Notes to the Financial Statements

(All amounts are in US dollar, unless stated otherwise)

#### 9. Assets and Commitments not shown in the Balance sheet

##### Tax-group liability

The Company forms a fiscal unity for each corporate income tax and VAT purposes with Airtel Mobile Commerce B.V. The Company is jointly and severally liable for the taxes payable by the fiscal unity.

##### 11. Dividend income

|                 | For the year ended |               |
|-----------------|--------------------|---------------|
|                 | 31 March 2024      | 31 March 2023 |
| Dividend income | 817,061            | 628,514       |
|                 | 817,061            | 628,514       |

##### 12. Other expenses

|              | For the year ended |               |
|--------------|--------------------|---------------|
|              | 31 March 2024      | 31 March 2023 |
| Bank Charges | -                  | 107           |
|              | -                  | 107           |

##### 13. Foreign currency exchange differences loss

|  | For the year ended |               |
|--|--------------------|---------------|
|  | 31 March 2024      | 31 March 2023 |
| Foreign currency exchange differences loss | 6,093              | 22,552        |
|  | 6,093              | 22,552        |

##### 14. Taxation

|                                    | For the year ended |               |
|------------------------------------|--------------------|---------------|
|                                    | 31 March 2024      | 31 March 2023 |
| Withholding Tax On Dividend income | 122,385            | 94,150        |
|                                    | 122,385            | 94,150        |

On behalf of the management board of the Company

sd-/  
M.L. van Dam  
Managing Director

sd-/  
D. van Kootwijk  
Managing Director

## **Airtel Mobile Commerce Holdings B.V.**

### **Other Information**

*(All amounts are in US dollar, unless stated otherwise)*

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#### **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, these 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. Proposed appropriation of result for the Year 2023/2024**

The management board proposes to transfer the profit of the Year 2023/2024 to the other reserves for an amount of USD 688,583. The financial statements do not yet reflect this proposal.

#### **4. Post Balance Sheet events**

There is no post Balance Sheet event to report.