

BHARTI AIRTEL SERVICES B.V.

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

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Bharti Airtel Services B.V. Management Report

To the shareholder,
Bharti Airtel Services B.V.
Overschiestraat 65
1062 XD Amsterdam, The Netherlands

Dear shareholder,

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:

- M.L. van Dam (appointed w.e.f. 1st July 2024)
- J.C. Uneken- van de Vreede (resigned w.e.f. 30th June 2024)
- J.K. Paul
- B. Dominic

FINANCIAL PERFORMANCE

The shareholder's equity as on 31 March 2024 is showing a total amount of USD 4,061 thousands (2022/2023: equity of USD 4,379 thousands) and the Income Statement for the Year 2023/2024 is showing a post-tax loss of USD 318 thousands (2022/2023: loss of USD 207 thousands).

For purposes of VAT and corporate income tax, the Company forms a fiscal unity with Bharti Airtel International (Netherlands) 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

Date : 25 July 2024

Bharti Airtel Services B.V.**Balance Sheet (before appropriation of result)***(All amounts are in US dollar thousands, unless stated otherwise)*

	Notes	As of	
		31 March 2024	31 March 2023
ASSETS			
Fixed assets			
Financial fixed assets			
Receivables from group companies	(5)	11,514	11,514
Total Financial fixed assets		11,514	11,514
Total assets		11,514	11,514
EQUITY AND LIABILITIES			
Shareholder's equity			
Issued share capital	(6)	20	20
Other reserves		4,359	4,566
Unappropriated results		(318)	(207)
		4,061	4,379
Non-current liabilities			
Payable to group company	(7)	7,453	7,135
Total liabilities		7,453	7,135
Total equity and liabilities		11,514	11,514

Bharti Airtel Services B.V.**Income Statement***(All amounts are in US dollar thousands, unless stated otherwise)*

	Notes	For the year ended	
		31 March 2024	31 March 2023
Income			
Other income		-	-
Total operating income		-	-
Expense			
Interest expense and similar charges	(9)	318	207
Total operating expenses		318	207
Result before taxation		(318)	(207)
Taxation		-	-
Net result for the year		(318)	(207)

Bharti Airtel Services B.V. **Notes to the Financial Statements**

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

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 Bharti Airtel Africa 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

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 shareholder of the Company. Further, amounts which are less than half a thousand are appearing as '0'.

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.

Bharti Airtel Services B.V.

Notes to the Financial Statements

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

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 expenses

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 comprises of interest and dividend for the reporting periods. Dividend income from investments in subsidiaries is recognized when the shareholder 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 VAT and corporate income tax purposes with Bharti Airtel International (Netherlands) B.V. The Company is jointly and severally liable for the tax payable by the fiscal unity.

Bharti Airtel Services B.V.
Notes to the Financial Statements

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

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 that 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 salaries or related social security charges (2022/2023: NIL).

Bharti Airtel Services B.V.
Notes to the Financial Statements

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

5. Financial fixed assets

	As of	
	31 March 2024	31 March 2023
Receivables from group company		
Bharti Airtel International (Netherlands) B.V.	11,514	11,514
	11,514	11,514

No redemption scheme has been agreed on above balance representing management fees recoverable from Bharti Airtel International (Netherlands) B.V.

6. Shareholder's Equity

	As of	
	31 March 2024	31 March 2024
Issued and paid-up share capital		
18,152 ordinary shares at par value Euro 1.00	20	20
	20	20

The authorized share capital amounts to Euro 90,760 (31 March 2023: Euro 90,760). The Company's Euro denominated share capital is translated into USD at an exchange rate of Euro 1.08 as at 31 March 2024 (31 March 2023: Euro 1.09). Translation differences are recorded in Other reserves.

	For the year ended	
	31 March 2024	31 March 2024
Other reserves		
Balance as of 1 April	4,566	4,663
Allocation of previous financial year net result	(207)	(97)
	4,359	4,566
Foreign currency changes on share capital	0	0
Balance as of 31 March	4,359	4,566

Unappropriated results

	For the year ended	
	31 March 2024	31 March 2024
Balance as of 1 April	(207)	(97)
Unappropriated results	(318)	(207)
	(525)	(304)
Appropriation of result previous year	207	97
Balance as of 31 March	(318)	(207)

7. Payable to group company

	As of	
	31 March 2024	31 March 2024
Loan payable to Bharti Airtel Africa B.V. ¹	4,382	4,064
Other payable to Bharti Airtel Africa B.V.	3,071	3,071
	7,453	7,135

¹The calculated interest as at year ended is based on 3 months SOFR+ 225 bps (in 2022/23: 3 months libor + 225 bps). The agreement between Bharti Airtel Africa B.V. and the Company was amended in May 2021 wherein any outstanding principal loan amounts and accrued interest thereon will be payable in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing.

Bharti Airtel Services B.V.
Notes to the Financial Statements

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

8. Assets and Commitments not shown in the Balance sheet

Contingent liabilities

Tax-group liability

The Company forms a fiscal unity for VAT and corporate income tax purposes with Bharti Airtel International (Netherlands) B.V. The Company is jointly and severally liable for the tax payable by the fiscal unity.

9. Interest expense and similar charges

	For the year ended	
	31 March 2024	31 March 2023
Interest expenses on loan from Bharti Airtel Africa B.V.	318	207
	318	207

On behalf of the management board of the Company

sd/-

B. Dominic
Managing Director

sd/-

M.L. van Dam
Managing Director

sd/-

J.K. Paul
Managing Director

1. Notification regarding the absence of an audit report

The Company is exempt from audit as 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 shareholder determines the appropriation of the Company's net result for the year.

3. Appropriation of the result for the Year 2022/2023

The annual accounts for the Year 2022/2023 were adopted by the General Meeting held on June 30, 2023. The General Meeting has determined the appropriation of the result as it was proposed.

4. Proposed appropriation of result for the Year 2023/2024

The management board proposes to transfer the loss for the Year 2023/2024 to the other reserves for an amount of USD 318 thousands. The financial statements do not yet reflect this proposal.

5. Post Balance Sheet events

Post balance sheet events occurred are as under:

1. Dividend Declared:

On 18 April 2024, the Company has declared an interim dividend of USD 4,047 thousands to Bharti Airtel Africa B.V. ("BAA").

2. Novation of BAA payables with BAIN receivables:

- The Company had receivables from Bharti Airtel International (Netherlands) B.V. ("BAIN") amounting to USD 11,514 thousand.
- The Company had payables to BAA of USD 11,514 thousand which included principal loan amount along with accrued interest, declared dividend payables and others.
- For the purpose of setting off BAIN receivables with BAA payables, the Company had entered into a novation agreement with BAA dated 18 April 2024 wherein the BAIN receivables were novated to BAA, along with all associated rights, benefits and interests and offset against the payables owed to BAA.