

AIRTEL MOBILE COMMERCE HOLDINGS B.V.

Annual Report and Financial Statements for the year ended 31 March 2025

CONTENTS

Page

MANAGEMENT REPORT

3

FINANCIAL STATEMENTS

Balance Sheet	4
Income Statement	5
Notes to the Financial Statements	6

OTHER INFORMATION

Notification regarding the absence of an audit report	12
Statutory appropriation of profit	12
Proposed appropriation of result for the Year 2024/2025	12
Post Balance Sheet events	12

To the shareholders,
Airtel Mobile Commerce Holdings B.V. (the "Company")
Weesperstraat 107
1018 VN Amsterdam, The Netherlands

Dear shareholders,

Please find attached the financial statements for the year starting on 1 April 2025 and ending on 31 March 2025 of the Company (hereinafter referred to as the "Year 2024/2025").

We have prepared the annual accounts of the Year 2024/2025 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 2025 and the Income Statement for the Year 2024/2025 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, 2025 is USD 2,113,263 (31 March 2024: USD 1,347,163) and the Income Statement for the Year 2024/2025 is showing a post-tax profit of USD 766,100 (2023/2024: profit of USD 688,583).

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
Date: 26 June 2025

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

		As of	
	Notes	31 March, 2025	31 March, 2024
ASSETS			
Fixed assets			
Financial fixed assets			
Participations in group companies	(5)	1	1
Total Financial fixed assets		1	1
Current assets			
Receivables			
Receivables from group companies	(6)	1,346,627	1,345,047
Cash	(7)	837,081	2,115
Total current assets		2,183,708	1,347,162
Total assets		2,183,709	1,347,163
EQUITY AND LIABILITIES			
Shareholder's equity			
Issued share capital	(8)	19,487	19,444
Other reserves		1,327,676	639,136
Unappropriated results		766,100	688,583
		2,113,263	1,347,163
Non-current liabilities			
Current liabilities			
Payable to group companies	(9)	70,000	-
Other payables	(10)	446	-
Total liabilities		70,446	-
Total equity and liabilities		2,183,709	1,347,163

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

		For the year ended	
	Notes	31 March, 2025	31 March, 2024
Income			
Dividend income	(12)	910,117	817,061
Interest income		8,909	
Total operating income		919,026	817,061
Expense			
Other expenses	(13)	81	-
Total operating expenses		81	-
Result from operations		918,945	817,061
Foreign currency exchange differences loss	(14)	16,393	6,093
Result before taxation		902,552	810,968
Taxation	(15)	136,452	122,385
Net result for the year		766,100	688,583

Airtel Mobile Commerce Holdings B.V.
Notes to the Financial Statements
(All amounts are in US dollar, 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 Weesperstraat 107, 1018 VN 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 2025	31 March 2024
	%	%
Airtel Mobile Commerce Zambia Limited Lusaka, Zambia	1.00	1.00
Airtel Mobile Commerce Limited Lilongwe, Malawi	0.000002	0.000002
Airtel Mobile Commerce (Kenya) Limited Nairobi, Kenya	0.10	0.10
Airtel Mobile Commerce Uganda Limited Kampala, Uganda	0.00001	0.00001
Airtel Mobile Commerce (Tanzania) Limited Dar es Salaam, Tanzania	0.10	0.10
Airtel Mobile Commerce (Seychelles) Limited Victoria, Seychelles	1.00	1.00
Airtel Mobile Commerce Madagascar S.A. Analamanga, Madagascar	0.10	0.10
Smartcash Payment Service Bank Limited Nigeria	0.00000208	-

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.

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 2024/2025 the Company had no employees, and hence incurred no wages, salaries or related social security charges (2023/2024: 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****Participations in group company**

	As of	
	31 March 2025	31 March 2024
Airtel Mobile Commerce Madagascar S.A.	1	1
	<u>1</u>	<u>1</u>

Current assets**6. Receivables**

	As of	
	31 March 2025	31 March 2024
Receivables from group companies		
Airtel Mobile Commerce B.V.	1,318,590	1,321,610
Airtel Mobile Commerce Madagascar B.V.	28,039	23,437
	<u>1,346,628</u>	<u>1,345,047</u>

7. Cash and cash equivalents

	As of	
	31 March 2025	31 March 2024
Cash at Bank	837,081	2,115
	<u>837,081</u>	<u>2,115</u>

8. Shareholder's Equity

	As of	
	31 March 2025	31 March 2024
Issued share capital		
18,000 ordinary shares at par value Euro 1.00	19,487	19,444
	<u>19,487</u>	<u>19,444</u>

The authorized share capital amounts to Euro 90 thousands (31 March 2024: Euro 90 thousands). The Company's Euro denominated share capital is translated into USD at an exchange rate of Euro 1.0826 as at 31 March, 2025 (31 March, 2024: Euro 1.080). Translation differences are recorded in Other reserves.

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

	For the year ended	
	31 March 2025	31 March 2024
Other reserves		
Balance as of April 1	640,478	128,773
Allocation of previous year result	688,583	511,705
	1,329,061	640,478
Foreign currency changes on share capital	(1,385)	(1,342)
Balance as of March 31	1,327,675	639,136

	31 March 2025	31 March 2024
Unappropriated results		
Balance as of April 1	688,583	511,705
Unappropriated results	766,100	688,583
	1,454,683	1,200,288
Appropriation of previous year result	(688,583)	(511,705)
Balance as of March 31	766,100	688,583

9. Payable to group companies

	As of	
	31 March 2025	31 March 2024
Payable to Airtel Mobile Commerce Zambia Ltd	70,000	-
	70,000	-

10. Other payables

	As of	
	31 March 2025	31 March 2024
Accrued expenses	446	-
	446	-

11. 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.

Airtel Mobile Commerce Holdings B.V.**Other Information***(All amounts are in US dollar, unless stated otherwise)***12. Income**

	For the year ended	
	31 March 2025	31 March 2024
Dividend income	910,117	817,061
Interest income	8,909	
	919,026	817,061

13. Other expenses

	For the year ended	
	31 March 2025	31 March 2024
Bank Charges	81	-
	81	-

14. Foreign currency exchange differences loss

	For the year ended	
	31 March 2025	31 March 2024
Foreign currency exchange differences loss	16,393	6,093
	16,393	6,093

15. Taxation

	For the year ended	
	31 March 2025	31 March 2024
Withholding Tax On Dividend income	136,452	122,385
	136,452	122,385

On behalf of the management board of the Company

Sd/-

Sd/-

M.L. van Dam
Managing DirectorD. van Kootwijk
Managing Director

Date: 26 June 2025

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 2024/2025

The management board proposes to transfer the profit of the Year 2024/2025 to the other reserves for an amount of USD 766,100. The financial statements do not yet reflect this proposal.

4. Post Balance Sheet events

There is no post Balance Sheet event to report.