

BHARTI AIRTEL MALAWI HOLDINGS B.V.

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

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Bharti Airtel Malawi Holdings B.V. Management Report

To the shareholders,
Bharti Airtel Malawi 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 2024 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:

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

FINANCIAL PERFORMANCE

The shareholder's equity as on 31 March 2025 is showing a total amount of USD 15,512 thousands (31 March 2024: USD 21,903 thousands) and the Income Statement for the Year 2024/2025 is showing a post-tax (loss)/profit of USD (3,116) thousands (2023/2024: USD 12,009 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 – 18 June 2025

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

		As of	
	Notes	31 March 2025	31 March 2024
ASSETS			
Fixed assets			
Financial fixed assets			
Participations in group companies	(5)	7,057	7,057
Other receivables	(6)	10,007	11,228
Total Financial fixed assets		17,064	18,285
Current assets			
Receivables			
Receivables from group companies	(7)	973	8,806
Cash	(8)	9	17
Total current assets		982	8,823
Total assets		18,046	27,108
EQUITY AND LIABILITIES			
Shareholder's equity			
Issued share capital	(9)	20	20
Other reserves		18,608	9,874
Unappropriated results		(3,116)	12,009
		15,512	21,903
Current liabilities			
Payable to other companies	(10)	1,170	3,630
Other Current Liabilities	(11)	1,364	1,575
Total liabilities		2,534	5,205
Total equity and liabilities		18,046	27,108

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

	Notes	For the year ended	
		31 March 2025	31 March 2024
Income	13		
Gain on sale of investments	(i)	-	449
Dividend income	(ii)	-	21,433
Interest income	(iii)	13	22
Total operating income		13	21,904
Expense	(14)		
Interest expense and similar charges	(i)	1	1
Total operating expenses		1	1
Result from operations		12	21,903
Foreign currency exchange differences (gain)/ loss	(15)	3,166	7,751
Result before taxation		(3,154)	14,152
Taxation	(16)	(38)	2,143
Net result for the year		(3,116)	12,009

Bharti Airtel Malawi Holdings 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 on 16 September 2024 shifted its registered office address from Overschiestraat 65, 1062 XD Amsterdam, The Netherlands to 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 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

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 Malawi plc Lilongwe, Malawi	79.95	79.95

Pursuant to the requirement of the New Telecommunication Act in Malawi it was made mandatory for companies holding an electronic communication license to have 20% local shareholding. To give effect to this, the Company had transferred by way of a secondary sale, 20% of its shareholding in Airtel Malawi plc ("Airtel Malawi"), a wholly owned subsidiary of the Company, to the public by means of a listing of Airtel Malawi on the Malawi Stock Exchange on 24 February 2020. However, during this secondary sale, 0.0515% shares were sold to outside residents inadvertently. Now for the purpose of regulation compliance, shares have been sold to local employees under an Employee Share Ownership Scheme ('ESOS').

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. 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.

Bharti Airtel Malawi Holdings B.V.

Notes to the Financial Statements

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

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 is 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 Dutch 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.

Bharti Airtel Malawi Holdings B.V.

Notes to the Financial Statements

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

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 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 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.

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 2024/2025 the Company had no employees, and hence incurred no salaries or related social security charges (2023/2024: NIL).

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Bharti Airtel Malawi Holdings 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 2025	31 March 2024
Participation in group company (Airtel Malawi plc)	7,057	7,057
	7,057	7,057

Refer note 1.3, shares 0.515% have been sold to local employees under an Employee Share Ownership Scheme ('ESOS')

6. Other receivables

	As of	
	31 March 2025	31 March 2024
Withholding tax	523	695
Claim Receivable	9,484	10,533
	10,007	11,228

7. Receivables

	As of	
	31 March 2025	31 March 2024
Receivables from group company		
Dividend receivable from Airtel Malawi plc	-	7,833
Amounts owed by Airtel Malawi plc*	973	973
	973	8,806

*Amount includes the claim receivables for sale of shares under ESOS as per note 1.3

8. Cash and cash equivalents

	As of	
	31 March 2025	31 March 2024
Cash at bank	9	17
	9	17

9. Shareholder's Equity

	As of	
	31 March 2025	31 March 2024
Issued and paid-up share capital		
18,152 Ordinary shares of Euro 1.00	20	20
	20	20

The authorized share capital amounts to Euro 90,760 (31 March 2024: Euro 90,760). The Company's Euro denominated share capital is translated into USD at an exchange rate of 1 Euro to USD 1.0826 as at 31 March, 2025 (31 March, 2024: 1 Euro to USD 1.0801). Translation differences are recorded in other reserves.

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

	For the year ended	
	31 March 2025	31 March 2024
Other reserves		
Balance as of 1 April	121,698	99,188
Allocation of previous financial year net result	12,009	22,510
	133,707	121,698
Foreign currency changes on share capital	0	0
Dividend paid during the year	(115,099)	(111,824)
Balance as of 31 March	18,608	9,874

	For the year ended	
	31 March 2025	31 March 2024
Unappropriated results		
Balance as of 1 April	12,009	22,510
Unappropriated results	(3,116)	12,009
	8,893	34,519
Appropriation of result previous year	(12,009)	(22,510)
Balance as of 31 March	(3,116)	12,009

10. Payable to other companies

	For the year ended	
	31 March 2025	31 March 2024
Dividend payable to Bharti Airtel Africa B.V.	-	2,460
Amounts owed to Bharti Airtel Africa B.V.	490	490
Amounts owed to Airtel Malawi plc	680	680
	1,170	3,630

11. Other Current Liabilities

	For the year ended	
	31 March 2024	31 March 2024
Provision for Expense	1,364	1,364
Provision for Tax	-	211
	1,364	1,575

12. 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.

Bharti Airtel Malawi Holdings B.V.
Notes to the Financial Statements

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

13. Income

(i) Gain on sale of investment

Gain on disposal of shares under ESOS¹

For the year ended	
31 March 2025	31 March 2024
-	449
-	449

¹Refer note 1.3, gain on disposal of investment under ESOS

(ii) Dividend income

Dividend income from Airtel Malawi plc

For the year ended	
31 March 2025	31 March 2024
-	21,433
-	21,433

(iii) Interest income

Others interest income

For the year ended	
31 March 2025	31 March 2024
13	22
13	22

14. Expense

(i) Interest expense and similar charges

Bank charges

For the year ended	
31 March 2025	31 March 2024
1	1
1	1

15. Foreign currency exchange differences (gain)/ loss

Realised foreign currency exchange differences (gain)/ loss

For the year ended	
31 March 2025	31 March 2024
3,166	7,751
3,166	7,751

16. Taxation

Withholding tax on dividend income
 Withholding tax on management fees

For the year ended	
31 March 2025	31 March 2024
0	2,143
(38)	-
(38)	2,143

On behalf of the management board of the Company

Sd/-

M.L. van Dam
 Managing Director
 Date: 18 June 2025

Sd/-

D. van Kootwijk
 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 shareholders determines the appropriation of the Company's net result for the year.

3. Appropriation of the result for the Year 2023/2024

The annual accounts for the year 2023/2024 were adopted by the General Meeting held on 26 July 2024. The General Meeting has determined the appropriation of the result as it was proposed.

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

The management board proposes to transfer the loss for the Year 2024/2025 to the Other Reserves for an amount of USD 3,116 thousands. The financial statements do not yet reflect this proposal.

5. Post Balance Sheet events

There is no post Balance Sheet event to report.