

BHARTI AIRTEL UGANDA HOLDINGS B.V.

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

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Bharti Airtel Uganda Holdings B.V. Management Report

To the shareholders,
Bharti Airtel Uganda 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 21,494 thousands (2023/2024: equity of USD 19,765 thousands) and the Income Statement for the Year 2024/2025 is showing a post-tax profit of USD 75,556 thousands (2023/2024: USD 119,827 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 Uganda 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) | 21,239 | 21,239 |
| Non financial fixed assets | | | |
| Prepaid expense | (6) | 202 | 202 |
| Total fixed assets | | 21,441 | 21,441 |
| Current assets | | | |
| Receivables | | | |
| Receivables from group companies | (7) | 4 | 2 |
| Other Current Assets | | | |
| Cash | (8) | 49 | 47 |
| Total current assets | | 53 | 49 |
| Total assets | | 21,494 | 21,490 |
| EQUITY AND LIABILITIES | | | |
| Shareholder's equity | | | |
| Issued share capital | (9) | 20 | 20 |
| Other reserves | | - | - |
| Unappropriated results | | 21,474 | 19,745 |
| | | 21,494 | 19,765 |
| Current liabilities | | | |
| Payable to group company | (10) | - | 1,725 |
| | | - | 1,725 |
| Total equity and liabilities | | 21,494 | 21,490 |

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

| | Notes | For the year ended | |
|---------------------------------------------------|-------|--------------------|----------------|
| | | 31 March 2025 | 31 March 2024 |
| Income | (12) | | |
| Dividend income | (a) | 75,480 | 69,435 |
| Interest income | (b) | 39 | 60 |
| Other income | (c) | - | 51,126 |
| Total operating income | | 75,519 | 120,621 |
| Expense | | | |
| Other expenses | (13) | - | 490 |
| Interest expense and similar charges | (14) | 1 | 27 |
| Total operating expenses | | 1 | 517 |
| Result from operations | | 75,518 | 120,104 |
| Foreign currency exchange differences (gain)/loss | (15) | (38) | 277 |
| Result before taxation | | 75,556 | 119,827 |
| Taxation | | - | - |
| Net result for the year | | 75,556 | 119,827 |

Bharti Airtel Uganda 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 Uganda Limited | 89.11% | 89.11% |
| Kampala, Uganda | | |

On 29 August 2023, Airtel Uganda Limited issued a prospectus in relation to the offer for sale of 8,000,000,000 ordinary shares, representing 20% of Airtel Uganda Limited on the Uganda Stock Exchange (USE) in line with the 20% minimum public listing obligation for all National Telecom Operators under the current Uganda Communications (Fees & Fines) (Amendment) Regulations 2020.

In November 2023, Airtel Uganda Limited completed an initial public offering (IPO) and listed on the Main Investment Market Segment of the Uganda Securities Exchange (USE) with a total of 4.4 billion shares (10.89% of Airtel Uganda Limited's total share capital) transferred to minority shareholders. Airtel Uganda received a three-year waiver from the Uganda Securities Exchange from the requirement to transfer the remaining 9.11% required to meet the 20% shareholding listing requirement.

With this, the shareholding of the company in Airtel Uganda Limited, a subsidiary had been reduced to 89.11%.

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 Uganda 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 Uganda 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 periods. Dividend income from investments in subsidiaries is recognized when the shareholder's 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 Uganda 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* | 21,239 | 21,239 |
| (Airtel Uganda Limited at Kampala, Uganda) | 21,239 | 21,239 |

*Refer note 1.3

6. Prepaid expense

| | As of | |
|-----------------|---------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Prepaid expense | 202 | 202 |
| | 202 | 202 |

Refer note 1.3, Capital Market Authority (CMA) approval fees were paid for 8bn shares based on a 20% IPO whereas the IPO was ultimately subscribed for 10.89%. The surplus CMA approval fees remain available for any future issue of shares to the public.

7. Cash and cash equivalents

| | As of | |
|--------------|---------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Cash at Bank | 49 | 47 |
| | 49 | 47 |

8. Receivable from group company

| | As of | |
|-------------------------------------------|---------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Receivable from Bharti Airtel Africa B.V. | 2 | 2 |
| Receivable from subsidiaries | 2 | - |
| | 4 | 2 |

9. Shareholder's Equity

| | As of | |
|-----------------------------------------|---------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Issued and paid-up share capital | | |
| 18,152 Ordinary shares of EUR 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 Uganda Holdings B.V.
Notes to the Financial Statements

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

| | As of | |
|--------------------------------------------------|---------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Other reserves | | |
| Balance as of 1 April | - | 23,817 |
| Allocation of previous financial year net result | 19,745 | 5,765 |
| Allocation of current year profit | 54,082 | 100,082 |
| | 73,827 | 129,664 |
| Foreign currency changes on share capital | 0 | 0 |
| Dividend paid during the year | (73,827) | (129,664) |
| Balance as of 31 March | - | - |

| | As of | |
|---------------------------------------|---------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Unappropriated results | | |
| Balance as of 1 April | 19,745 | 5,765 |
| Unappropriated results | 21,474 | 19,745 |
| | 41,219 | 25,510 |
| Appropriation of result previous year | (19,745) | (5,765) |
| Balance as of 31 March | 21,474 | 19,745 |

10. Payable to group company

| | As of | |
|--------------------------|---------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Payable to group company | - | 1,725 |
| | - | 1,725 |

Refer note 1.3, expenditure incurred by subsidiary Airtel Uganda Limited and other group company for the IPO on behalf of the Company.

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

11. 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.

12(a). Dividend income

| | For the year ended | |
|--------------------------------------------|--------------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Dividend income from Airtel Uganda Limited | 75,480 | 69,435 |
| | 75,480 | 69,435 |

12(b). Interest income

| | For the year ended | |
|-----------------------|--------------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Other interest income | 39 | 60 |
| | 39 | 60 |

12(c). Other income

| | For the year ended | |
|---------------|--------------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Other income* | - | 51,126 |
| | - | 51,126 |

*Refer note 1.3, this is gain on disposal of investment

13. Other expenses

| | For the year ended | |
|------------------------------|--------------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Professional and Legal fees* | - | 490 |
| | - | 490 |

*Expense relating to IPO as mentioned in note 1.3

14. Interest expense and similar charges

| | For the year ended | |
|--------------|--------------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Bank charges | 1 | 27 |
| | 1 | 27 |

15. Foreign currency exchange differences (gain)/loss

| | For the year ended | |
|--------------------------------------------------|--------------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Foreign currency exchange difference (gain)/loss | (38) | 277 |
| | (38) | 277 |

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

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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 result for the Year 2024/2025

The management board proposes to transfer the profit for the Year 2024/2025 to the Other Reserves for an amount of USD 21,474 thousands. The financial statements do not yet reflect this proposal.

5. Post Balance Sheet events

There is no post balance sheet event to report.