AIRTEL MOBILE COMMERCE HOLDINGS B.V.

Annual Report and Financial Statements for the year ended 31 March 2026

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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 2026 of the Company (hereinafter referred to as the "Year 2025/2026").

We have prepared the annual accounts of the Year 2025/2026 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 2026 and the Income Statement for the Year 2025/2026 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:

- D. Van Kootwijk
- M.L. van Dam (Appointed w.e.f. 1 July 2024)
- Cîhan Amandine Seuleiman-Morgan (Appointed w.e.f. 22 July 2025)
- Alok Bafna (Appointed w.e.f. 22 July 2025)

FINANCIAL PERFORMANCE

The Shareholder's equity as on 31 March,2026 is USD 1,937,900 (31 March 2025: USD 2,113,263) and the Income Statement for the Year 2025/2026 is showing a post-tax profit of USD 1,166,937 (2024/2025: profit of USD 766,100). During the year ended 31 March 2026, the Company declared a dividend of USD 1,342,299 The decrease in equity is primarily attributable to dividend distributions exceeding the current year's profits.

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: 16 June 2026

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, 2026	As of 31 March, 2025
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)	1,346,609	1,346,627
Cash	(7)	591,736	837,081
Total current assets		1,938,345	2,183,708
Total assets		**1,938,346**	**2,183,709**
EQUITY AND LIABILITIES			
Shareholder's equity	(8)		
Issued share capital		20,613	19,487
Other reserves		2,092,649	1,327,676
Unappropriated results		(175,362)	766,100
		1,937,900	2,113,263
Non-current liabilities			
Current liabilities			
Payable to group companies	(9)	-	70,000
Other payables	(10)	446	446
Total liabilities		446	70,446
Total equity and liabilities		**1,938,346**	**2,183,709**

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

	Notes	For the year ended 31 March, 2026	For the year ended 31 March, 2025
Income	(12)		
Dividend income	(a)	1,359,067	910,117
Interest income	(b)	21,953	8,909
Total operating income		1,381,020	919,026
Expense			
Other expenses	(13)	181	81
Total operating expenses		181	81
Result from operations		1,380,839	918,945
Foreign currency exchange differences loss	(14)	10,042	16,393
Result before taxation		1,370,797	902,552
Taxation	(15)	203,860	136,452
Net result for the year		**1,166,937**	**766,100**

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 2026	**31 March 2025**
	%	%
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	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, 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 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 2025/2026 the Company had no employees, and hence incurred no wages, salaries or related social security charges (2024/2025: NIL).

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

5. Financial fixed assets

Participations in group company

	As of	
	31 March 2026	**31 March 2025**
Airtel Mobile Commerce Madagascar S.A.	1	1
	1	1

Current assets

6. Receivables

	As of	
	31 March 2026	**31 March 2025**
Receivables from group companies		
Airtel Mobile Commerce B.V.	1,318,570	1,318,590
Airtel Mobile Commerce Madagascar B.V.	28,039	28,039
	1,346,609	1,346,628

7. Cash and cash equivalents

	As of	
	31 March 2026	**31 March 2025**
Cash at Bank	591,736	837,081
	591,736	837,081

8. Shareholder's Equity

	As of	
	31 March 2026	**31 March 2025**
Issued share capital		
18,000 ordinary shares at par value Euro 1.00	20,613	19,487
	20,613	19,487

The authorized share capital amounts to Euro 90 thousands (31 March 2025:Euro 90 thousands). The Company's Euro denominated share capital is translated into USD at an exchange rate of Euro 1.145 as at 31 March, 2026 (31 March, 2025: Euro 1.0826). (Increase)/Decrease due to EUR/USD translation are recorded within other reserves.

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

	For the year ended	
	31 March 2026	31 March 2025
Other reserves		
Balance as of April 1	1,327,675	640,478
Allocation of previous year result	766,100	688,583
	2,093,775	1,329,061
Foreign currency changes on share capital	(1,126)	(1,385)
Balance as of March 31	2,092,649	1,327,675

	31 March 2026	31 March 2025
Unappropriated results		
Balance as of April 1	766,100	688,583
Unappropriated results	1,166,937	766,100
	1,933,037	1,454,683
Declaration of Dividend	(1,342,299)	-
Appropriation of previous year result	(766,100)	(688,583)
Balance as of March 31	(175,362)	766,100

9. Payable to group companies

	As of	
	31 March 2026	31 March 2025
Payable to Airtel Mobile Commerce Zambia Ltd.	-	70,000
	-	70,000

The amount payable to Airtel Mobile Commerce Zambia Ltd. has been adjusted against the dividend declared by Airtel Mobile Commerce Zambia Ltd during the year ended 31 March 2026.

10. Other payables

	As of	
	31 March 2026	31 March 2025
Accrued expenses	446	446
	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.

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

12. Income

(a) Dividend income

	For the year ended	
	31 March 2026	**31 March 2025**
Dividend income	1,359,067	910,117
	1,359,067	919,026

(b) Interest income

	For the year ended	
	31 March 2026	**31 March 2025**
Interest income	21,953	8,909
	21,953	8,909

13. Other expenses

	For the year ended	
	31 March 2026	**31 March 2025**
Bank Charges	181	81
	181	81

14. Foreign currency exchange differences loss

	For the year ended	
	31 March 2026	**31 March 2025**
Foreign currency exchange differences loss	10,042	16,393
	10,042	16,393

15. Taxation

	For the year ended	
	31 March 2026	**31 March 2025**
Withholding Tax On Dividend income	203,860	136,452
	203,860	136,452

On behalf of the management board of the Company

Sd/-

M.L. van Dam
Managing Director

Sd/-

D. van Kootwijk
Managing Director

Sd/-

Alok Bafna
Managing Director

Sd/-

Cihan A. Seuleiman-Morgan
Managing Director

Date: 16 June 2026

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 2025/2026

The management board proposes to transfer the loss of the Year 2025/2026 to the other reserves for an amount of USD 175,362. The financial statements do not yet reflect this proposal.

4. Post Balance Sheet events

There is no post Balance Sheet event to report.