AIRTEL MOBILE COMMERCE SERVICES LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 DECEMBER 2025

AIRTEL MOBILE COMMERCE SERVICES LIMITED

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REGISTRATION NUMBER

PVT- 9XUGGDXZ

DIRECTORS

Cihan Amandine Seuleiman-Morgan (French)
Sidhanth Hota (Indian)
Daniel Kyama Kivuva (Kenyan)

REGISTERED OFFICE

LR 209/11880, 4th Floor Parkside Towers
Mombasa Road
P.O. Box 962 – 00100
Nairobi, Kenya

COMPANY SECRETARY

Bernard Kiragu Kamau
Scribe Registrars
P.O. Box 3085 – 00100
Nairobi, Kenya

AUDITORS

Deloitte & Touche LLP
Certified Public Accountants (Kenya)
Deloitte Place, Waiyaki Way,
Muthangari
P.O. Box 40092 – 00100
Nairobi, Kenya

PRINCIPAL BANKERS

Standard Chartered Bank Kenya Limited
P.O. Box 30003 – 00100
Nairobi, Kenya

The directors submit their report together with the audited financial statements for year ended 31 December 2025, which discloses the state of affairs of Airtel Mobile Commerce Services Limited, (the "Company").

The Company was incorporated as a limited private company on 24 March 2021 in Kenya, under the Companies Act, 2015 (Reg No. PVT- 9XUGGDXZ) and is domiciled in Kenya.

The company is a subsidiary of Airtel Mobile Commerce B.V. ('the parent'), a company registered in Netherlands. Hence the Company is indirect subsidiary of Airtel Africa plc and consequently, is part of a larger group (Airtel Africa plc and its subsidiaries, referred to as "Airtel Africa Group").

1. PRINCIPAL ACTIVITIES

The principal activity of the Company is that of providing management support services to related parties.

2. RESULTS

The results for the year are set out on page 8.

Particulars	For the year ended 31 December 2025 KSH '000	For the year ended 31 December 2024 KSH '000
Profit/(Loss) before tax	9,827	(2,655)
Tax	(6,547)	(3,881)
Profit/(Loss) after tax	**3,280**	**(6,536)**

3. DIRECTORS

The directors who held office during the year are as listed below:

Name	Nationality	Role	Date of appointment/ resignation
Cihan Amandine Seuleiman-Morgan	French	Director	Appointed on 24th March 2021
Daniel Kyama Kivuva	Kenyan	Director	Appointed on 24th September 2022
Sidhanth Hota	Indian	Director	Appointed on 01st February 2024

None of the directors have any shareholding interest in the Company. During the period, the Company did not pay any directors' fees.

4. GOVERNANCE

The Board of Directors consists of three directors. The Board takes overall responsibility for the Company, including responsibility for identifying key risk areas, considering, and monitoring investment decisions, considering significant financial matters, and reviewing the performance of management business plans and budgets.

The Board is also responsible for ensuring that a comprehensive system of internal control policies and procedures is operative, and for compliance with sound corporate governance principles.

The Company is committed to the principles of effective corporate governance. The Directors also recognize the importance of integrity, transparency and accountability.

5. BUSINESS REVIEW

The Company has taken borrowing of KSH 187,450 thousand (and repayment of loan during the year was KSH 51,773 thousand) during the year. The management is focusing on realization its receivables and expected to reduce dependency on borrowing in next year.

The Company is committed to continue to serve with high quality management services to the related parties as a result the revenue got increased by 49%, revenue raised in year 2025 is KSH 292,554 thousand as compared to KSH 196,313 thousand in previous period.

6. DISCLOSURE OF INFORMATION TO AUDITORS

Each director confirms that, so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware and that each Director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

7. AUDITORS

Deloitte & Touche LLP have expressed their willingness to continue in office in accordance provisions of section 719 (2) of the Kenyan Companies Act, 2015. The Directors monitor the effectiveness, objectivity, and independence of the auditor. The Directors also approve the annual audit engagement contract, which sets out the terms of the auditor's appointment and the related fees.

By order of the Board

Sd/-

SCRIBE SERVICES SECRETARIES
Nairobi, Kenya

26 May 2026

The Kenyan Companies Act, 2015 requires the directors to prepare financial statements for each financial year that give a true and fair view of the financial position of the company as at the end of the financial year and of its profit or loss for that year. It also requires the directors to ensure that the company maintain proper accounting records that are sufficient to show and explain the transactions of the company and disclose, with reasonable accuracy, the financial position and profit or loss of the company. The directors are also responsible for safeguarding the assets of the company, and for taking reasonable steps for the prevention and detection of fraud and error.

The directors accept responsibility for the preparation and presentation of these financial statements in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Kenyan Companies Act, 2015. They also accept responsibility for:

(i) designing, implementing and maintaining such internal control as they determine necessary to enable the presentation of financial statements that are free from material misstatement, whether due to fraud or error.

(ii) selecting suitable accounting policies and applying them consistently; and

(iii) making accounting estimates and judgements that are reasonable in the circumstances.

These financial statements are prepared on going concern basis as the Directors believe that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of the financial statements. During the year, the company earned a profit of KES 3,280 thousand for the year ended 31 December 2025 (loss of KES 6,536 thousand for the year ended 31 December 2024). As at 31 December 2025, the company had a net liability of KES 38,084 thousand (KES 41,364 thousand as at 31 December 2024). The company also reported a net current liability position of KES 51,971 thousand for the year, primarily arising from the reclassification of a loan from, Airtel Mobile Commerce B.V. (parent company), amounting to KES 132,287 thousand from non-current to current liabilities in line with its original maturity profile. Subsequent to the reporting period, the management of the, Airtel Mobile Commerce B.V. (parent company), has approved the extension of the loan maturity from 31 December 2026 to 31 December 2031. The company's strategy is to continue implement cost saving initiatives which include reducing the intercompany loan payable to the parent company to reduce finance costs and foreign currency losses. Based on cashflow projections and revolving loan facility with Airtel Mobile Commerce B.V. (parent company) (refer to note 15 of the financial statements), the Directors confirm that they have a reasonable expectation that the Company will continue to operate and meet its obligations as they fall due. Therefore, the financial statements have been prepared on a going concern basis.

The directors acknowledge that the independent audit of the financial statements does not relieve them of their responsibilities.

Approved by the Board of Directors on 26 May 2026 and signed on its behalf by:

Sd/-	Sd/-	Sd/-
Cihan Amandine Seuleiman-Morgan Director	Sidhanth Hota Director	Daniel Kyama Kivuva Director

Independent auditor's report to the shareholders of Airtel Mobile Commerce Services Limited (the "Company")

Report on the audit of the financial statements.

Opinion

We have audited the accompanying financial statements of Airtel Mobile Commerce Services Limited (the "Company") set out on pages 8 to 26, which comprise the statement of financial position as at 31 December 2025, statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies/material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Airtel Mobile Commerce Services Limited as at 31 December 2025 and of its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and the requirements of the Kenyan Companies Act, 2015.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Kenya, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon, other than that prescribed by the Kenyan Companies Act, 2015, as set out below.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of directors and those charged with governance for the financial statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by IASB, and the requirements of Kenya Companies Act, 2015 and for such internal control as the directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors/those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other matters prescribed by the Kenyan Companies Act, 2015

Report of the directors

In our opinion the information given in the report of directors’ report on pages 3 to 4 is consistent with the financial statements.

The engagement partner responsible for the audit resulting in this independent auditor’s report is **CPA Freda Mitambo,** Practising certificate **No. 2174**.

Sd/-

For and on behalf of Deloitte & Touche LLP
Certified Public Accountants (Kenya)
Nairobi

26 May 2026

Statement of Profit or Loss and other Comprehensive Income

(All amounts are in KSH thousands, unless stated otherwise)

	Notes	For the year ended 31 December 2025	For the year ended 31 December 2024
Income			
Revenue	**4**	292,554	196,313
Total income		**292,554**	**196,313**
Expenses			
Employee benefits expense	**5**	261,917	191,710
Other expenses	**6**	7,471	2,252
Depreciation	**9**	696	339
Total expenses		**270,084**	**194,301**
Operating (loss)/profit		**22,470**	**2,012**
Finance cost	**7**	(10,361)	(7,689)
Foreign Exchange fluctuation (loss)/gain		(2,282)	3,022
Profit/(Loss) before tax		**9,827**	**(2,655)**
Tax (expense)	**8(a)**	(6,547)	(3,881)
Profit/(Loss) for the year/period		**3,280**	**(6,536)**
Other comprehensive income for the year		**-**	**-**
Total comprehensive profit/(loss) for the year		**3,280**	**(6,536)**

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Statement of Financial Position

(All amounts are in KSH thousands, unless stated otherwise)

	Notes	As of 31 December 2025	As of 31 December 2024
ASSETS			
Non current assets			
Property plant and equipments	**9**	1,101	1,311
Deferred tax asset	**8(c)**	21,483	12,761
		22,584	**14,072**
Current assets			
Financial Assets			
Cash and cash equivalents	**10**	60,424	23,641
Trade receivables	**11**	44,299	96,385
Other financial assets	**12**	17,167	8,268
Income tax recoverable	**8(b)**	-	5,824
Non financial Assets			
Other current assets	**13**	10,197	8,465
		132,087	**142,583**
Total assets		**154,671**	**156,655**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	**15**	-	158,772
Non financial liabilities			
Other non current liabiities	**17**	8,697	-
		8,697	**158,772**
Current liabilities			
Financial liabilities			
Borrowings	**15**	132,287	-
Other financial liabilities	**16**	4,492	847
Current tax liabilities (net)	**8(b)**	1,855	-
Non financial liabilities			
Other current liabilities	**17**	45,424	38,400
		184,058	**39,247**
Total liabilities		**192,755**	**198,019**
Net assets		**(38,084)**	**(41,364)**
EQUITY AND LIABILITIES			
Share capital	**14**	100	100
Other Equity		(38,184)	(41,464)
Total Equity		**(38,084)**	**(41,364)**

The financial statements on pages 8 to 26 were approved and authorised for issue by the Board of directors on 26 May 2026 and signed on its behalf by:

Sd/-	Sd/-	Sd/-
Cihan Amandine Seuleiman-Morgan	Sidhanth Hota	Daniel Kyama Kivuva
Director	Director	Director

Statement of Changes in Equity

(All amounts are in KSH thousands, unless stated otherwise)

	Share Capital		Accumulated losses	Equity attributable to owners of the company
	No of shares	Amount		
Opening Balance as at 01 January 2024	1,000	100	(34,928)	(34,828)
Total comprehensive (Loss) for the year	-	-	(6,536)	(6,536)
As of 31 December 2024	**1,000**	**100**	**(41,464)**	**(41,364)**
Opening Balance as at 01 January 2025	1,000	100	(41,464)	(41,364)
Total comprehensive Income for the year	-	-	3,280	3,280
As of 31 December 2025	**1,000**	**100**	**(38,184)**	**(38,084)**

Airtel Mobile Commerce Services Limited
Annual Report and Financial Statements 2025
Statement of Cash Flows
(All amounts are in KSH thousands, unless stated otherwise)

Particulars	Note	As of 31 December 2025	As of 31 December 2024
Cash flows from operating activities			
Profit/(Loss) before tax		**9,827**	**(2,655)**
Adjustments :			
Finance cost	**7**	10,361	7,689
Depreciation	**9**	696	339
Foreign exchange loss		2,401	(3,022)
Operating cash flow before changes in working capital		**23,285**	**2,351**
Changes in working capital			
(Increase) in current assets		(129,513)	(109,073)
Increase in current liabilities		10,669	7,031
Increase in other non current liablities		8,697	-
Net cash from operations before tax		**(86,862)**	**(99,691)**
Income tax	**8(b)**	(7,590)	(10,498)
Net cash used in operating activities (a)		**(94,452)**	**(110,189)**
Cash flows from financing activities			
Purchase of property, plant and equipment	**9**	(486)	(1,650)
Net cash used in investing activities (b)		**(486)**	**(1,650)**
Cash flows from financing activities			
Loan received	**15**	187,450	206,321
Loan repayment	**15**	(51,773)	(92,823)
Withholding tax payment on interest expense on behalf of Lender	**15**	(1,555)	(1,153)
Net cash generated with financing activities (c)		**134,122**	**112,345**
Net Increase in cash and cash equivalents during the period (a+b+c)		**39,184**	**506**
Foreign exchange fluctuation (loss) on USD bank Account		(2,401)	(1,560)
Add : Cash and cash equivalents as at the beginning of the period		23,641	24,695
Cash and cash equivalents as at the end of the period	**10**	**60,424**	**23,641**

1. Corporate information

The Company was incorporated as a limited private company on 24 March 2021 in Kenya, under the Companies Act, 2015 (Reg No. PVT- 9XUGGDXZ) and is domiciled in Kenya. The Company has its registered office at Land Reference No 209/11880, Parkside Towers, 4th Floor, Mombasa Road, Nairobi, Kenya.

The activities of the Company are that of providing services to related parties and has its operation in Kenya.

The company is a subsidiary of Airtel Mobile Commerce B.V. ('the parent'), a company registered in Netherlands. Hence the Company is indirect subsidiary of Airtel Africa plc and consequently, is part of a larger group (Airtel Africa plc and its subsidiaries, referred to as "Airtel Africa Group").

2. Material accounting policies

a. Statement of compliance

The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of Kenya Companies Act, 2015.

For the purpose of reporting under the Kenyan Companies Act, 2015, the balance sheet in the financial statements is represented by the statement of financial position and the profit and loss statement is presented in the statement of Profit or Loss and other comprehensive income.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

b. Basis of preparation

The financial statements are reported in Kenya Shillings except when otherwise indicated. All values are rounded to the nearest thousands (KSH thousands) except when otherwise indicated. Further, amounts which are less than half a thousand are appearing as '0'.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or where assumptions and estimates are significant to the financial statements.

c. Foreign currency transactions

The financial statements are presented in Kenya Shillings which is also the Company's functional currency. Transactions in foreign currencies (other than functional currency) 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 restatement/settlement are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

d. Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value).

e. Financial Instruments

Recognition, classification and presentation

Financial instruments are recognised in the statement of financial position when the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial instruments at initial recognition.

The Company classifies its financial assets in the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Company has classified all non-derivative financial liabilities as measured at amortized cost.

Financial assets and liabilities arising from different transactions are off-set against each other and the resultant net amount is presented in the statement of financial position, if and only when, the Company currently has a legally enforceable right to set-off the related recognised amounts and intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

f. Statement of Cash flows

Cash flows are reported using the indirect method as per IAS-7" Statement of cash flows", whereby profit for the period is adjusted for the effect of transactions of a non-cash nature, any deferral or accrual of past or future cash operating receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

g. Share capital

Issued ordinary shares are classified as Equity when the Company has an un-conditional right to avoid repayment in cash or another financial asset, that is, when the dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that effect.

h. Taxes

The income tax expense comprises current and deferred income tax. Income tax is recognised in the profit and loss.

(i) Current tax

Current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess/(shortfall) of the Company's income tax obligation for the period would be recognised in the statement of financial position under income tax assets/income tax liabilities, respectively.
Any interest relating to accrued liabilities for potential tax assessments would not be included in the Income tax charge or (credit) but would be recognised within finance costs.

(ii) Deferred tax

Deferred tax would be recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements.
Deferred tax assets would be recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences, tax losses and tax credits can be utilised. The Company considers the projected future taxable income and tax planning strategies in making this assessment.
Deferred tax assets, recognised and unrecognised, are reviewed at each reporting date and assessed for recoverability based on best estimates of taxable profits for the foreseeable future.

Deferred tax would be determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the asset is realised or the liability is settled.
Deferred tax assets and liabilities are offset against each other and the resultant net amount would be presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to setoff the current income tax assets and liabilities, and (b) when it relate to income tax levied by the same taxation by the same taxation authority and where there is an intention to settle the current income tax balances on net basis.

i. Employee benefits expense

The Company's employee benefits mainly include salaries, bonuses and other related expense. The employee benefits are recognised in the year in which the associated services are rendered by the Company's employees. Short-term employee benefits are recognised in Statement of Profit and Loss at undiscounted amounts during the period in which the related services are rendered.

j. Revenue

Revenue is recognised when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be measured reliably. This is recognised at the fair value of the consideration received or receivable, which is generally the transaction price, net of any discounts. Revenue on account of management fees is recognised over the time the services are rendered.

k. Property, plant and equipment (PPE)

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE is initially recognized at cost.

The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE is stated at cost less accumulated depreciation and any impairment losses. When significant parts of PPE are required to be replaced at regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is derecognized from the balance sheet and cost of the new item of PPE is recognised.

The expenditures that are incurred after an item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of comprehensive income in the period in which such costs are incurred. However, in situations in which the said expenditure can be measured reliably and it is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation on PPE is computed using the straight-line method over the estimated useful lives. The Company has established the estimated range of useful lives for different categories of PPE as follows:

Categories	**Period**
Computers	3 – 5 years
Office equipment	2 – 5 years
Furniture & fixtures	3 – 5 years

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at least, as at each reporting date, to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effect of any change in the estimated useful lives, residual values and/or depreciation method are accounted prospectively, and accordingly, the depreciation is calculated over the PPE's remaining revised useful life. The cost and the accumulated depreciation for PPE sold, scrapped, retired or otherwise disposed of are de-recognised from the balance sheet and the resulting gains/(losses) are included in the statement of comprehensive income within other expenses/other income.

l. Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs which are not directly attributable to the acquisition, construction or production of an asset (that necessarily takes a substantial period of time to get ready for its intended use or sale) are expensed in the period they occur.

3. Application of new and revised IFRS Accounting Standards

3.1 New and revised Standards and Interpretations applied with no material effect on the financial statements

No new IFRS issued during the year are applicable to the Company. Amendments to existing IFRSs have been applied by the Company as required, however, these amendments do not have any material impact on the Company's financial statements. The list of new IFRS and newly issued amendments is as follows:

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates titled Lack of Exchangeability.

Effective 1 January 2025, the amendments to IAS 21 'The Effects of Changes in Foreign Exchange Rates' relating to lack of exchangeability are applicable. These amendments require an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency.
The Company has evaluated the applicability of the amendment in the standard in the jurisdictions it which it operates, and the Company believes that the IAS 21 amendment's requirements are not met for the said jurisdictions.

3.2 New and revised Standards in issue but not yet effective

The following pronouncements issued by the IASB are relevant to the Company and effective for annual periods beginning on or after 1 January 2026. The Company's financial statements will be presented in accordance with these requirements, which are being evaluated but are not expected to have a material impact on the results, financial position or cash flows of the Company. These pronouncements have been issued by IASB, but are not yet effective:

- Amendments to IFRS 9 and IFRS 7 - Amendments to the Classification and Measurement of Financial Instruments
- Annual IFRS improvement Volume 11
- IFRS 18 for Presentation and Disclosure in Financial Statements - IFRS 18 will replace IAS 1 'Presentation of Financial Statements' and become effective on 1 January 2027. IFRS 18 will introduce new requirements on presentation and disclosure in the financial statements, with a focus on the income statement and reporting of financial performance. Income and expenses in the income statement will be classified into five categories – operating, investing, financing, income taxes and discontinued operations. Two new subtotals will be presented: 'Operating profit or loss' and 'Profit or loss before financing and income tax'. IFRS 18 will also require disclosures about management-defined performance measures in the financial statements and disclosure of information based on enhanced general requirements on aggregation and disaggregation. The Group will apply the new standard in its 31 March 2028 financial statements. Retrospective application is required, and so the comparative information for the financial year ending 31 March 2027 will be restated in accordance with IFRS 18.

The Company has assessed the impact of IFRS 18 and notes that there is not expected to be a material impact on line items within the income statement. The Company has considered the IFRS 18 guidance on aggregated and disaggregated information and is not anticipating any changes to the Company Balance Sheet.

The Company is also evaluating its use of existing MPMs to ensure compliance with the requirements of IFRS 18. The Company's assessment is not yet final and further changes upon the implementation of IFRS 18 may be required.

3.3 Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The estimates and assumptions are based on the directors best knowledge of current events, actions, historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. However, there were no critical accounting judgments or key sources of estimation uncertainty that could have a significant effect on the amount recognised in the Company's financial statements.

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4. Revenue

	For the year ended 31 December 2025	For the year ended 31 December 2024
Management fees[1]	292,554	196,311
Interest Income	-	2
	292,554	**196,313**

[1]refer note 18

5. Employee benefits expense

	For the year ended 31 December 2025	For the year ended 31 December 2024
Salaries and bonuses	240,539	177,820
Employee insurance	7,477	6,579
Others	13,901	7,311
	261,917	**191,710**

6. Other expenses

	For the year ended 31 December 2025	For the year ended 31 December 2024
Sales & marketing expense	-	12
Statutory audit fees	608	448
Bank charges	47	114
Legal and Professional Expenses	156	530
Deemed VAT Expense	656	324
Travelling and Conveyance	5,979	824
Rates and taxes	25	-
	7,471	**2,252**

7. Finance costs

	For the year ended 31 December 2025	For the year ended 31 December 2024
Interest on borrowing	10,361	7,689
	10,361	**7,689**

8 (a). Tax expense

		For the year ended 31 December 2025	For the year ended 31 December 2024
Current Tax		15,269	3,156
Deferred tax		(8,722)	725
Tax Expense for the period		6,547	3,881
Reconciliation			
Accounting Profit/(Loss)		9,827	(2,655)
Tax at	30%	2,948	(796)
Tax effect of:			
Expenses not deductible		5,380	4,677
Prior period tax expense		(1,781)	-
Tax Expense for the period		6,547	3,881

8 (b). Income Tax payable/(recoverable)

	As of 31 December 2025	As of 31 December 2024
Opening Tax (recoverable)/payable	(5,824)	1,518
Tax charge	15,269	3,156
Tax paid	(7,590)	(10,498)
Closing Tax payable/(recoverable)	1,855	(5,824)

8 (c). Deferred tax Assets

Deferred income tax is calculated using the enacted tax rate of 30% (Dec'24: 30%). The movement on the deferred income tax account is as follows:

	As of December 31, 2025	As of December 31, 2024
At start of year	12,761	13,486
Credit/(Charge) to profit or loss	8,722	(725)
At end of year	21,483	12,761

The net deferred income tax asset recognised in the books is attributable to the following items after multiplying by the tax rate of 30%:

	31.12.2024	Movement	31.12.2025
Year ended 31 December			
Property, plant and equipment	(64)	207	143
General provisions	34,030	16,972	51,002
Deferred realised foreign exchange	16,246	4,219	20,465
Unrealised foreign exchange losses (loans)	(7,674)	7,674	-
Total timing differences	**42,538**	**29,072**	**71,610**

9. Property plant and equipment

The following table presents the reconciliation of changes in the carrying value of PPE for the years ended 31 December 2025 and 31 December 2024:

	Computers	Office Equipments	Furniture and fixtures	Total
Gross carrying amount				
Balance as at 01 January 2024	**-**	**-**	**-**	**-**
Purchased during the year	1,488	100	62	1,650
Balance as at 31 December 2024	**1,488**	**100**	**62**	**1,650**
Purchased during the year	486	-	-	**486**
Balance as at 31 December 2025	**1,974**	**100**	**62**	**2,136**
Accumulated depreciation				
Balance as at 01 January 2024	-	**-**	**-**	**-**
Depreciation charged during the year	322	12	5	339
Balance as at 31 December 2024	**322**	**12**	**5**	**339**
Depreciation charged during the year	635	48	12	696
Balance as at 31 December 2025	**957**	**60**	**17**	**1,035**
Net book value as at 31 December 2024	**1,166**	**88**	**57**	**1,311**
Net book value as at 31 December 2025	**1,017**	**40**	**45**	**1,101**

10. Cash and cash equivalents

	As of 31 December 2025	As of 31 December 2024
Cash at bank	60,424	23,641
	60,424	**23,641**

11. Trade receivables

	As of 31 December 2025	As of 31 December 2024
Management fees receivables[1]	44,299	96,385
	44,299	**96,385**

[1]refer note 18

12. Other financial assets

	As of 31 December 2025	As of 31 December 2024
Receivable from group company[1]	17,167	8,268
	17,167	**8,268**

[1]refer note 18

13. Other current assets

	As of 31 December 2025	As of 31 December 2024
Prepaid expenses	3,822	2,974
Value Added Tax (VAT) recoverable	20	225
Advance to employees	6,355	5,266
	10,197	**8,465**

14. Shareholder's equity

	As of 31 December 2025	As of 31 December 2024
Authorised share capital		
1,000 Ordinary shares of KES 100 each	100	100
Issued and paid-up share capital		
1,000 Ordinary shares of KES 100 each	100	100
	100	100

a) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of KES 100 per share. Each holder of ordinary shares is entitled to one vote per share.

b) Details of shareholding

		As of 31 December 2025	As of 31 December 2024
	No of shares	**Shareholding**	**Shareholding**
Equity Share of KES 100 each fully paid up			
Airtel Mobile Commerce B.V.	1,000	100%	100%

(ii) Other equity

Retained earnings/ Accumulated losses: Represents the amount of accumulated profit or loss of the Company.

15. Borrowings

	As of 31 December 2025	As of 31 December 2024
Loan from Parent company (including accrued interest)	132,287	158,772
	132,287	**158,772**
Non-Current	-	158,772
Current	132,287	-

The loan facility of equivalent KES 644,638 thousand (based on exchange rate as on 31 December 2025) is unsecured and denominated in US Dollar (USD 5,000 thousand). The interest thereon is charged based on 3 month SOFR+ 200 bps. The undrawn facility under this unsecured loan as on 31 December 2025 stands at equivalent KSH 512,351 thousand (USD 3,974 thousand)

The management of the parent company, Airtel Mobile Commerce B.V., has approved the extension of the loan maturity from 31 December 2026 to 31 December 2031. Accordingly, the loan will be reclassified as non-current in the financial year 2026.

15. Borrowings (Continued)

Loan movement	As of 31 December 2025	As of 31 December 2024
Opening Balance	(158,772)	(50,725)
Loan taken	(187,450)	(206,321)
Interest expense	(10,361)	(7,689)
Withholding tax on interest	1,555	1,153
Loan repaid	51,773	92,823
Revaluation foreign exchange loss	-	11,987
Adjustment*	170,968	-
Balance at 31 December	**(132,287)**	**(158,772)**

* The loan payable has been netted off against the management fees receivable in March 2025 as a one-time non-cash adjustment, given that both balances are with Airtel Mobile Commerce B.V..

16. Other financial liabilities

	As of 31 December 2025	As of 31 December 2024
Statutory audit accrual	302	448
Payable to group company[1]	4,190	399
	4,492	**847**

[1]refer note 18

17. Other non financial liabilities

Non-Current

	As of 31 December 2025	As of 31 December 2024
Other payable	8,697	-
	8,697	-

The other payable relates to the actuarial liability recognized towards leave encashment obligations.

Current

	As of 31 December 2025	As of 31 December 2024
Bonus and other employee payable	33,550	29,894
Statutory liabilities	4,604	5,464
Other payable	7,270	3,042
	45,424	**38,400**

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18. Related party disclosure

Related parties and transactions with them in the ordinary course of business are disclosed below:

Entity Name	Relationship
Airtel Mobile Commerce B.V.	Parent company

Transaction during the period	For the year ended 31 December 2025	For the year ended 31 December 2024
Loan taken	187,450	209,351
Repayment of loan	(51,773)	(92,822)
Withholding tax on interest	(1,554)	(1,153)
Interest expenses on loan	10,361	7,689
Management Fee	(292,554)	(196,313)
Total	**(148,070)**	**(73,248)**

Balance at the end of the period	As of 31 December 2025	As of 31 December 2024
Loan payable	129,551	156,688
Interest payable	2,736	2,084
Management fees receivable from AMC BV Dubai	(44,299)	(96,385)
Amount payable (net)	**87,988**	**62,387**

Entity Name	Relationship
Bharti Airtel (International) Netherlands B.V.	Intermediate parent company
Airtel Africa Plc	Intermediate parent company

Transaction during the period	For the year ended 31 December 2025	For the year ended 31 December 2024
Payment made by related party on behalf of the Company	3,791	-
Amount received by related party on behalf of the Company	(102)	-
Foregin exchange loss/(gain)	-	1,772
Total	**3,689**	**1,772**

Balance at the end of the period	As of 31 December 2025	As of 31 December 2024
Receivable from related party	(17,167)	(8,268)
Amount payable	3,791	-
Total receivable	**(13,376)**	**(8,268)**

18. Related party disclosure (Continued)

Entity Name	**Relationship**	
Airtel Networks Kenya Limited	Fellow subsidiary company	
	For the year ended	**For the year ended**
Transaction during the period	**31 December 2025**	**31 December 2024**
Payment made by related party on behalf of the Company	-	-
Foregin exchange loss/(gain)	-	(21)
Total	-	**(21)**

Entity Name		**Relationship**
Airtel Networks Kenya Limited		Fellow subsidiary compar
Balance at the end of the period	**As of 31 December 2025**	**As of 31 December 2024**
Amount payable	399	399
Total payable	**399**	**399**

19. Financial Risk Management Objectives and Policies

The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk, liquidity risk and operational risk. The directors review and agree policies for managing these risks.
The directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as foreign exchange rates, interest rates and equity prices. The objective of market risk management is to manage and control market risk exposure within acceptable levels, while optimizing on the return on the risk.

a. Foreign Exchange Risk

Foreign exchange risk arises from future investment transactions on recognized assets and liabilities. Asset and Liabilities denominated in foreign currency as on reporting date:

	As of	
Particulars	**31 December 2025**	**31 December 2024**
Liabilities		
Borrowings	132,287	158,772
Assets		
Cash and cash equivalents (in USD Account)	49,108	15,299
Revenue receivables	44,299	96,385
Net Position (liabilities)	**38,880**	**47,088**

At 31 December 2025, if the KSHs had weakened/strengthened by 5% against the US dollar with all other variables held constant, pre-tax loss for the year would have been KShs 1,994 thousands lower/higher (31 December 2024: KShs 2,354 thousands lower/higher), mainly as a result of US dollar denominated borrowings, bank balance, and receivables. Apart from this, there would be no impact on equity.

19. Financial Risk Management Objectives and Policies (Continued)

b. Interest Rate Risk

Interest rate risk is the risk that the future profitability and/or cash flows of financial instruments will fluctuate because of changes in the market interest rates.

The Company's only variable interest bearing financial liabilities are its external borrowings of USD 1,024 thousands (31 December 2024: USD 1,228 thousands) which are set at variable rates, and it is therefore exposed to cash flow interest rate risk. At 31 December 2025, an increase/decrease of 100 basis points would have resulted in a decrease/increase in pre-tax profit of KShs 1,739 thousands (31 December 2024: KShs 1,163 thousands) and shareholder fund.

Credit Risk

Credit risk arises from cash and deposits with banks and financial institutions. The Company has no significant concentration of credit risk. Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The tables below detail the credit quality of the Company's financial assets as well as the Company's maximum exposure to credit risk by credit risk rating grades:

31 December 2025	Gross carrying amount	Loss allowance	Net amount
Cash and cash equivalent	60,424	-	60,424
Trade receivables and other financial asset	61,466	-	61,466
	121,890	**-**	**121,890**

31 December 2024	Gross carrying amount	Loss allowance	Net amount
Cash and cash equivalent	23,641	-	23,641
Trade receivables and other financial asset	104,653	-	104,653
	128,294	**-**	**128,294**

Bank balances are not restricted and include deposits held with banks that have high credit ratings. Bank balances are thus considered investment grade. Impairment loss on the bank balances is therefore not material.

The Cash and Cash equivalents are carried at gross amount – amortized cost. The loss allowance on cash and cash equivalents, if recognized, would pass through the profit and loss account. The current liquid assets have been recognized as the principal amount receivable from the Banks excluding any interest.

c. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations from its financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

c. Liquidity Risk (Continued)

31 December 2025	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
Liabilities				
Borrowings	132,287	-	-	132,287
Interest payable on borrowings	7,880	-	-	7,880
Other financial liabilities	4,492	-	-	4,492
Total financial liabilities	**144,659**	**-**	**-**	**144,659**

31 December 2024	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
Liabilities				
Borrowings	-	158,772	-	158,772
Interest payable on borrowings	10,494	10,494	-	20,988
Other financial liabilities	847	-	-	847
Total financial liabilities	**11,341**	**169,266**	**-**	**180,608**

Capital Risk Management

Capital structure of the Company consists of net debt and equity. Capital includes equity attributable to the equity holders of the Company. Debts include long-term and short-term borrowings including lease liabilities, if any. Net debts is defined as debt after deducting of cash and cash equivalents.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may return capital to shareholders or issue new shares as per requirement, however the Company is not subject to any capital requirement outside from group.

As the Company's equity is negative, hence gearing ratio between net debt and equity is not presented.

20. Fair Value of financial assets and liabilities

The fair values of all financial assets and liabilities approximate their carrying values due to their tenure or market interest rates being approximately equal to contractual rates.

21. Going Concern Assessment

These financial statements are prepared on going concern basis as the Directors believe that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of the financial statements. During the year, the company earned a profit of KES 3,280 thousand for the year ended 31 December 2025 (loss of KES 6,536 thousand for the year ended 31 December 2024). As at 31 December 2025, the company had a net liability of KES 38,084 thousand (KES 41,364 thousand as at 31 December 2024). The company also reported a net current liability position of KES 51,971 thousand for the year, primarily arising from the reclassification of a loan from, Airtel Mobile Commerce B.V. (parent company), amounting to KES 132,287 thousand from non-current to current liabilities in line with its original maturity profile. Subsequent to the reporting period, the management of the, Airtel Mobile Commerce B.V. (parent company), has approved the extension of the loan maturity from 31 December 2026 to 31 December 2031. The company's strategy is to continue implement cost saving initiatives which include reducing the intercompany loan payable to the parent company to reduce finance costs and foreign currency losses. Based on cashflow projections and revolving loan facility with Airtel Mobile Commerce B.V. (parent company) (refer to note 15 of the financial statements), the

Directors confirm that they have a reasonable expectation that the Company will continue to operate and meet its obligations as they fall due. Therefore, the financial statements have been prepared on a going concern basis.

22. Operations

The directors have put in place internal controls systems which include instituting measures to ensure adequate accounting records are maintained.

23. Commitments and Contingencies

I. Capital commitments: There were no capital commitments entered into by the Company as at the reporting date.

II. Legal claims: There were no known legal cases against the Company at the reporting date.

24. Incorporation

The Company is incorporated and domiciled in Kenya under the Kenyan Companies Act. The parent company is Airtel Mobile Commerce B.V. which is incorporated in Netherlands.

25. Events after the reporting date

There are no material events after the reporting date that would require adjustment to or disclosure in these financial statements.