

Company number: 14039772

AIRTEL NIGERIA TELESONIC HOLDINGS (UK) LIMITED
Annual Report and Financial Statements
for the year ended 31 March 2026

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Airtel Nigeria Telesonic Holdings (UK) Limited
Annual Report and Financial Statements for the year ended 31 March 2026

COMPANY NUMBER	14039772
DIRECTORS	Simon O'Hara Sidhanth Hota Prasanta Das Sarma
COMPANY SECRETARY	Zainab Adeyemi Odutola
REGISTERED OFFICE	First floor, 15 Davies Street, London W1K 3DE, United Kingdom (w.e.f 06 May 2026) First floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom (till 05 May 2026)
BANKERS	Standard Chartered Bank 1 Basinghall Avenue London EC2V 5DD United Kingdom

Airtel Nigeria Telesonic Holdings (UK) Limited Strategic Report

The Directors present the strategic report and financial statements of Airtel Nigeria Telesonic Holdings (UK) Limited (the "Company") for the year ended 31 March 2026.

Business review and future developments

The Company is a wholly owned subsidiary of Airtel Africa Telesonic Holdings Limited which in turn is a wholly owned subsidiary of Airtel Africa plc (the Group Company listed on the London Stock Exchange). The principal activity of the Company is to act as an investment holding company. The Directors do not intend, at the date of this report any change in the Company's activities for the next year. The Company was incorporated in the United Kingdom on 11 April 2022.

As at 31 March 2026, the Company had net assets of USD 79,101 (March 2025: USD 81,468).

The Statement of Financial Position and the Income Statement on pages 8 and 9 of the financial statements show the Company's financial result for the year and position as at year-end.

Principal risks and uncertainties

The Company's risks are managed at Airtel Africa plc group level ('Group') rather than at an individual Company level. Hence, the principal risks and uncertainties affecting the Company are closely aligned with those discussed in the 2026 Annual Report of Airtel Africa plc (the "Group"), which is publicly available from the Group Company Secretary (First floor, 15 Davies Street, London, W1K 3DE, United Kingdom w.e.f 06 May 2026 and First floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom till 05 May 2026) or on the website www.airtel.africa.com.

Key performance indicators

As a non-trading Group entity, the Company's Directors believe that further analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance, or position of the Company.

Amount in USD

Particulars	1 April 2025 - 31 March 2026	1 April 2024 - 31 March 2025
Profit/(loss) after tax	(2,367)	5,871
Net Assets	79,101	81,468

The performance of the Group's central functions, which includes the Company, is discussed in the Operating and Financial review section of the Group's 2026 Annual Report and financial statements for the year ended 31 March 2026.

Statement by the Directors in performance of their statutory duties in accordance with Section 172 of the Companies Act 2006 (the "Act")

In promoting the success of the Company, the Directors must also consider the interests of the stakeholders and other matters required by Section 172(1)(a) to (f) of the Act. This Section 172 Statement describes how the Directors have taken into account wider stakeholders in their decision making. The Company is a direct subsidiary of Airtel Africa Telesonic Holdings Limited which in turn is a subsidiary of Airtel Africa plc, the Company supports the wider strategy of the Group, for example in matters of long-term strategy, decision making is aligned with that of the parent Company Board, ensuring that wider interest of the stakeholders of the Company has been rigorously considered. The Group's 2026 Annual Report can be obtained from www.airtel.africa.com.

General confirmation of Directors' duties

Directors are fully aware of and understand their statutory duties under the Act. They have a clear framework for determining the matters within their remit. Day-to-day authority is delegated to executives and the Directors engage with management in setting, approving and overseeing the execution of the business strategies and related policies, leveraging Group frameworks and policies. The executives consider the Company's activities, such as reviewing financial and operational performance, business strategies, key risks, stakeholder related matters, governance, legal and regulatory compliances, and make decisions. Section 172(1) of the Act provides that each Director must ensure that they act in the way they consider in good faith, would mostly likely promote Company's success for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to Section 172(1)(a) to (f) as described below.

a) The likely consequences of any decision in the long term

The Directors understand the Company's business and evolving environment in which it operates including the challenges of a highly competitive marketplace. Refer to page 4 for more details on principal risks and uncertainties.

b) The interest of the Company's employees

There were no employees during the year ended 31 March 2026.

c) The need to foster the Company's business relationships with suppliers, customers and others

The Directors recognize the benefits of engaging with a broad range of stakeholders and developing and delivering our strategy depends on building and maintaining constructive relationships across them. The Company duly understands the importance of relationships with suppliers, customers and others and up to the extent required, had been supportive of them during their challenging times.

d) The impact of the Company's operations on the community and the environment

The Directors appreciate that collaboration with charities and community groups helps to create a stronger community and provide insights that enables the Directors to understand the Company's impact on the community in the environment and the consequences of its decisions in the long-term. Further information about how the Company engages with communities and NGOs can be found in Group's 2025 Annual Report. There is no impact on the environment as this is a pure investment holding company.

e) The desirability of the Company maintaining a reputation for high standards of business conduct

The Directors adhere to the Group's code of conduct in which all employees are subject to setting out high standards and behaviours we expect from those that work for us or with us.

f) The need to act fairly as between members of the Company

After weighing up all relevant factors the Directors consider which course of action best promotes the long-term success of the Company in taking into consideration the impact of stakeholders. In doing so, the Directors act fairly between the Company's members. However, the Directors are not required to balance the Company's interests with those of other stakeholders and this can sometimes mean certain stakeholders' interest may not be fully aligned.

Culture

The Company's culture is set as whole by the Group and embedded in all we do.

Stakeholder engagement

Proactive engagement remains a central focus for the Company which ensures the Directors have regard to the matters set out in Section 172(1)(a) to (f) of the Act. Engaging with stakeholders delivers better outcomes for society and for business. It is fundamental to the Company's long-term success.

Energy and carbon disclosure

Energy and carbon disclosure information is not disclosed as the Company is exempt from the disclosure as it consumes less than 40,000 KWH energy.

In discharging our Section 172 duties, we have regard to the factors set out above. In addition, we also have regard to other factors which we consider relevant to the decision being made.

This Strategic Report was approved by the Directors and signed on their behalf by:



Simon Andrew O'Hara

Director

Date: 6... July 2026

Airtel Nigeria Telesonic Holdings (UK) Limited

Directors' Report

The Company has chosen, in accordance with Section 411C (11) of the Act, to include such matters of strategic importance to the Company in the Strategic Report which otherwise would be required to be disclosed in the Directors' Report, and form part of this report by cross-reference. The matters relate to future development, financial performance, financial risk management and future prospects as mentioned under the Act.

Dividends

The Directors do not recommend any dividend during the current financial year (previous year: Nil). No dividend was declared subsequent to the balance sheet date for the year ending 31 March 2026.

Charitable and political donations

During the year the Company made no charitable donations.

Directors

The Directors, who served during the year were as follows:

- Simon O'Hara
- Sidhanth Hota
- Prasanta Das Sarma

Going concern

The 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 financial statements. The Directors confirm that they have a reasonable expectation that the company will continue to operate and meet its liabilities, as they fall due, over the next 12 months. The Directors assessment has been made with reference to the company's principal risks and how these are managed, therefore, these accounts have been prepared on a going concern basis. However, the Group has decided to realign some of the businesses basis the current and anticipated strategic objectives and a decision to that effect may be taken in due course. Accordingly, the Board of Directors will assess the potential impact of such a decision on the Company in the following year.

Post Balance sheet events

Refer note 15 of financial statement, there is no such event to report.

This Directors' Report was approved by the Directors and signed on their behalf by:



Simon Andrew O'Hara

Director

Date: 6 July 2026

Airtel Nigeria Telesonic Holdings (UK) Limited

Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Act. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information of the Company. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

This Directors' Responsibilities Statement was approved by the Directors and signed on their behalf by:



Simon Andrew O'Hara
Director
Date: 6 July 2026

Airtel Nigeria Telesonic Holdings (UK) Limited
Statement of Financial Position as on 31 March 2026
(All amounts are in US Dollar, unless stated otherwise)

	Note	As of	
		31 March 2026	31 March 2025
Assets			
Non-current assets			
- Investments	5	117,049	117,049
		117,049	117,049
Current assets			
- Cash and cash equivalents	6	5,001	5,001
		5,001	5,001
Total assets		122,050	122,050
Current liabilities			
Financial liabilities			
- Trade and other payables	7	37,571	35,522
- Borrowings	8	5,378	-
		42,949	35,522
Total Assets less current liabilities		79,101	86,528
Non-current liabilities			
Financial liabilities			
- Borrowings	8	-	5,060
		-	5,060
Net assets/ (liabilities)		79,101	81,468
Capital and reserves			
- Share capital	9	1	1
- Retained earnings		79,100	81,467
Total equity		79,101	81,468

The accompanying notes 1 to 15 form an integral part of these financial statements.

For the financial year ended 31 March 2026, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect of accounting records and preparation of financial statements. The members are not required the Company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The financial statements of the Company were approved by the Directors on 6... July 2026 and were signed on its behalf by:

Simon Andrew O'Hara
Director
Date: 6... July 2026

Airtel Nigeria Telesonic Holdings (UK) Limited
Income Statement for the year ending 31 March 2026
 (All amounts are in US Dollar, unless stated otherwise)

	Note	For the year ended	
		31 March 2026	31 March 2025
Income			
Other income		-	-
		-	-
Expenses			
Other expenses		-	-
		-	-
Operating loss		-	-
Finance income	10	-	(5,931)
Finance costs	11	2,367	60
Profit/(loss) before tax		(2,367)	5,871
Tax expense	12	-	-
Profit/(loss) for the year		(2,367)	5,871

All results are derived from continuing operations.

The accompanying notes 1 to 15 form an integral part of these financial statements.

There was no other comprehensive income in either the current or the previous year other than as stated above. As such, no separate statement of comprehensive income has been presented.

Airtel Nigeria Telesonic Holdings (UK) Limited
Statement of Changes in Equity for the year ending 31 March 2026
 (All amounts are in US Dollar, unless stated otherwise)

	Share Capital*		Retained earnings	Total equity
	No of shares	Amount		
As of 01 April 2024	1	1	75,596	75,597
Profit for the year	-	-	5,871	5,871
Total comprehensive Income	1	1	5,871	5,871
As of 31 March 2025	1	1	81,467	81,468
Loss for the year	-	-	(2,367)	(2,367)
Total comprehensive expense	1	1	(2,367)	(2,367)
As of 31 March 2026	1	1	79,100	79,101

* Issued, subscribed and paid-up share capital consist of 1 share with a nominal value of £1.

The accompanying notes 1 to 15 form an integral part of these financial statements.

Airtel Nigeria Telesonic Holdings (UK) Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

1. Corporate information and activities

Airtel Nigeria Telesonic Holdings (UK) Limited (the "Company") is domiciled and incorporated in the United Kingdom (UK) and registered in England and Wales under the Companies Act 2006 as a private company limited by shares. The principal place of business and registered office of the Company is located at First floor, 15 Davies Street, London, W1K 3DE, United Kingdom w.e.f 06 May 2026 (First floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom till 05 May 2026).

The activities of the Company is to act as an investment holding company and forms part of the Airtel Africa Group of companies. The Company's immediate parent Company is Airtel Africa Telesonic Holdings Limited which is incorporated in the UK and the step up parent Company is Airtel Africa plc which is part of Airtel Africa group.

2. Summary of significant accounting policies

2.1 Basis of preparation

The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 'Application of Financial Reporting Requirements' issued by the Financial Reporting Council (FRC) as the Company is an indirect wholly owned subsidiary of Airtel Africa plc which prepares publicly available accounts consolidating the results of the Company.

The Company is exempt from the requirement to prepare consolidated financial statements under Section 401 of the Act. These financial statements present information about the Company as an individual undertaking and not about its group.

Accordingly, these financial statements are prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101).

Airtel Africa plc is the parent of the smallest group for which consolidated financial statements are prepared and of which the Company is a member. The largest group to consolidate the results of the Company is Bharti Airtel Limited, which is registered in India and is also ultimate parent of the Company. The Bharti Airtel Limited group and Airtel Africa plc consolidated financial statements are publicly available and can be obtained at www.airtel.in. and www.airtel.africa.com.

All the amounts included in the Company financial statements are reported in United States Dollars (which is the functional currency of the Company) except when otherwise indicated.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available in relation to:

- The requirements of IFRS 7 Financial Instrument – Disclosures;
- The requirements of IAS 7 Statement of Cash Flows;
- The statement of compliance with Adopted IFRSs;
- The effects of new but not yet effective IFRSs;
- The requirements in IAS 24 "Related party disclosure" to disclose related party transactions entered into between two or more members of a Group; provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- Disclosures in respect of capital management.

The Company financial statements have been prepared on a going concern and historical cost basis except for financial instruments that are measured at fair values at the end of each reporting period.

Airtel Nigeria Telesonic Holdings (UK) Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

2.2 Financial instruments

The financial instruments are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the financial instrument.

2.3 Investment in subsidiaries

Investment in subsidiaries are recorded at cost less any impairment.

2.4 Current assets

Receivables are initially recorded at fair value. The receivables of group Companies 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.

2.5 Cash and cash equivalents

Cash includes 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).

2.6 Non-current liabilities

Borrowings are initially recorded at fair value and subsequently held at amortised cost. Payables to group Companies are included in non-current liabilities, except for maturities less than 12 months after the balance sheet date which are included in current liabilities.

2.7 Current liabilities

Liabilities are initially recorded at fair value and subsequently held at amortised cost.

2.8 Share capital

Ordinary shares are classified as Equity when the Company has an un-conditional right to avoid delivery of 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 affect.

2.9 Other expense

Other expenses are recognized based on the historical cost convention and are allocated to the reporting year to which they relate.

2.10 Finance income

Interest income is recognised in profit or loss in the year in which it is earned.

2.11 Taxes

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is expected tax payable on the taxable income for the year, using the tax rates enacted or substantively enacted at the Statement of the Financial Position date, and any adjustment to tax payable in respect of previous years.

3. Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Airtel Nigeria Telesonic Holdings (UK) Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. There were no critical accounting judgments that would have a significant effect on the amount recognised in the Company financial statements.

a) Key sources of estimation uncertainty

There are no key sources of estimation uncertainty in the Company.

b) Critical judgements in applying the Company's accounting policies

There are no critical judgements in applying the Company's accounting policies.

4. Going concern

The 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 financial statements. The Directors confirm that they have a reasonable expectation that the company will continue to operate and meet its liabilities, as they fall due, over the next 12 months. The Directors assessment has been made with reference to the company's principal risks and how these are managed, therefore, these accounts have been prepared on a going concern basis. However, the Group has decided to realign some of the businesses basis the current and anticipated strategic objectives and a decision to that effect may be taken in due course. Accordingly, the Board of Directors will assess the potential impact of such a decision on the Company in the following year.

5. Investment

	As of	
	31 March 2026	31 March 2025
Investment in subsidiary	1,17,049	1,17,049
	1,17,049	1,17,049

Name of subsidiary	Address	Activity	Class of shares held	Ownership
Airtel Nigeria Telesonic Limited	Plot L2, 401 Close, Banana Island, Ikoyi, Lagos, Nigeria	Operating	Ordinary	99.999998%

6. Cash and cash equivalents

	As of	
	31 March 2026	31 March 2025
Cash at bank	5,001	5,001
	5,001	5,001

7. Trade and other payables

	As of	
	31 March 2026	31 March 2025
Inter company payables	36,004	33,955
Accrued expenses	1,567	1,567
	37,571	35,522

Airtel Nigeria Telesonic Holdings (UK) Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

8. Borrowing

	As of	
	31 March 2026	31 March 2025
Current		
Borrowing from Holding company	5,378	-
	5,378	-
Non-current		
Borrowing from Holding company	-	5,060
	-	5,060
	5,378	5,060

The calculated interest as at period end is based on 3 months SOFR+ 200 bps. Any outstanding principal loan amounts and accrued interest thereon will be payable in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing.

9. Capital and reserve

(i) Share capital

	As of	
	31 March 2026	31 March 2025
Authorised shares		
1 equity share of £1 each	1	1
Issued and paid up, subscribed shares		
1 equity share of £1 each	1	1

a) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of £1 per share. Each holder of ordinary shares is entitled to one vote per share.

b) Details of shareholding

	No of share	As of	
		31 March 2026 Shareholding	31 March 2025 Shareholding
Equity share of £1 fully paid up			
Airtel Africa Telesonic Holdings Limited	1	100%	100%

(ii) Other equity

Retained earnings: Retained earnings represents the amount of accumulated earnings of the company.

10. Finance income

	For the year ended	
	31 March 2026	31 March 2025
Net exchange gain	-	5,931
	-	5,931

11. Finance costs

	For the year ended	
	31 March 2026	31 March 2025
Interest on borrowings	318	60
Net exchange loss	2049	-
	2,367	60

Airtel Nigeria Telesonic Holdings (UK) Limited
Notes to the Financial Statements
(All amounts are in US Dollar, unless stated otherwise)

12. Tax expense

	For the year ended	
	31 March 2026	31 March 2025
Recognised in income statement		
Current tax charge	-	-
Income tax charge	-	-

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to profits for the year are as follows:

Reconciliation of tax expense

Profit before tax for the period	(2,367)	5,871
Expected tax based on the rate of corporation tax of 25%	(592)	1,468
Deferred tax not recognised	592	(1,468)

Current tax charge comprises of:

Tax expense charge	-	-
Current tax charge	-	-

Under Group relief claim, UK entities which have generated tax losses are able to make a claim in their tax returns to surrender the losses to profitable companies in the same corporate group.

The Company earned profit amounting to USD 2,367 which will be taken under Group relief claim with the taxable income of Airtel Africa plc when the corporate income tax return for FY 2025-26 will be filed on or before the due date. Profit for FY 2024-25 amounting to USD 5,871 has been utilised under Group relief claim while filing the taxable income of Airtel Africa plc for FY 2025-26.

13. Employees and Director's remuneration:

There were no employees during the reporting year. None of the Directors received remuneration in respect of services rendered to the Company.

14. Transactions with Related Party:

During the year ended, the Company entered into transactions with related parties. The nature, volume of transactions and balances with related parties are as follows:

Entity Name	Relationship	
Airtel Africa Telesonic Holdings Limited	Immediate parent company	
Transaction during the year	For the year ended	
	31 March 2026	31 March 2025
Interest expense on borrowing	318	60
Loan taken from parent company	-	5,000
Outstanding balances	As of	
	31 March 2026	31 March 2025
Inter company payables	(1,523)	(1,523)
Loan from parent company	(5,378)	(5,060)

15. Post balance sheet events:

There are no post balance sheet events to report.

