

BHARTI AIRTEL MADAGASCAR HOLDINGS B.V.

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

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To the shareholders,
Bharti Airtel Madagascar 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 of 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:

- M.L. van Dam (appointed on 01 July 2024)
- J.C. Uneken- van de Vreede (resigned on 30 June 2024)
- J.K. Paul (resigned on 30 June 2025)
- B. Dominic
- K. Dua (appointed on 01 July 2025)

FINANCIAL PERFORMANCE

The shareholder's equity as on 31 March 2026 amounted to USD 288,242 thousands (31 March 2025: deficit of USD 34,564 thousands) and the Income Statement for the Year 2025/2026 is showing a loss of USD 1 thousands (2024/2025: post-tax loss of Nil). On 12 August 2025, the balance of the loan outstanding between the Company and its immediate parent company Bharti Airtel Africa B.V., amounting to USD 322,808 thousand (approximately Euro 278,131 thousand) was converted into 278,131,054 shares of each 1 Euro, issued by the Company to Bharti Airtel Africa B.V.

For purposes of VAT and Corporate Income Tax, the Company forms a fiscal unity with Bharti Airtel International (Netherlands) B.V. We will gladly provide further explanations upon request.

On behalf of the management board of the Company

sd/-

M.L. van Dam
Managing Director

Date – 18 June 2026

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

		As of	
	Notes	31 March 2026	31 March 2025
ASSETS			
Fixed assets			
Financial fixed assets			
Participations in group companies	(5)	288,217	211,307
Other receivables	(6)	29	29
Total Financial fixed assets		288,246	211,336
Current assets			
Receivables			
Receivables from group companies	(7)	42,393	54,910
Other Current Assets			
Cash	(8)	0	1
Total current assets		42,393	54,911
Total assets		330,639	266,247
EQUITY AND LIABILITIES			
Shareholder's equity			
Issued share capital	(9)	318,522	19
Other reserves		(30,279)	(34,583)
Unappropriated results		(1)	-
		288,242	(34,564)
Non-current liabilities			
Payable to group company	(10)	3	300,811
Current liabilities			
Payable to group company	(11)	42,394	-
Total liabilities		42,397	300,811
Total equity and liabilities		330,639	266,247

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

	Notes	For the year ended	
		31 March 2026	31 March 2025
Income			
Other income	(12)	0	1
Total income		0	1
Expense			
Interest expense and similar charges	(13)	1	1
Total operating expenses		1	1
Result from operations		(1)	-
Foreign currency exchange differences loss/(gain)		-	-
Result before taxation		(1)	-
Taxation		-	-
Net result for the year		(1)	-

Bharti Airtel Madagascar Holdings B.V.

Notes to the Financial Statements

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

1. Corporate information

1.1 Activities

The activities of the Company are that of an investment and holding company. The Company has its registered office at Overschiestraat 65, 1062 XD Amsterdam, The Netherlands. The Company on 16 September 2024 shifted its registered office address from Overschiestraat 65, 1062 XD Amsterdam, The Netherlands to Weesperstraat 107, 1018 VN Amsterdam, The Netherlands.

1.2 Group structure

The Company forms part of the Airtel Africa Group of companies.

Immediate parent company is Bharti Airtel Africa B.V. and the step-up parent companies are:

- Bharti Airtel International (Netherlands) B.V., The Netherlands
- Airtel Africa plc, United Kingdom
- Bharti Airtel Limited, India

On 12 August 2025, the balance of the loan outstanding between the Company and its immediate parent company Bharti Airtel Africa B.V., amounting to USD 322,808 thousand (approximately Euro 278,131 thousand) was converted into 278,131,054 shares of each 1 Euro, issued by the Company to Bharti Airtel Africa B.V.

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 Madagascar S.A. Antananarivo, Madagascar	% 36.78	% 36.78
Celtel (Mauritius) Holdings Limited Ebene, Mauritius	100	100
Channel Sea Management Company (Mauritius) Limited* Ebene, Mauritius	100	100
Montana International* Ebene, Mauritius	60	60

*Under process of removal from the register of Registrar of Companies, Mauritius.

2. General accounting principles for the preparation of the annual accounts

2.1 Basis of preparation

The financial statements are drawn up in accordance with the provisions of Title 9, Book 2, of Dutch Civil Code and the Dutch Accounting Standard applicable to small legal entities, as published by the Dutch Accounting Standard Board ('Raad voor de Jaarverslaggeving'). The annual report and financial statements have been prepared on the historical cost basis and based on the principal accounting policies set out below. They are presented in US Dollar. These financial statements will be submitted for consideration and approval at the forthcoming annual meeting of shareholders of the Company. Further, amounts which are less than half a thousand are appearing as '0'.

2.2 Consolidation

The Company avails itself of the facility of article 408, Book 2 of the Dutch Civil Code. The annual accounts of the Company and its subsidiaries are consolidated into the annual accounts of Airtel Africa plc, United Kingdom. A copy of the consolidated accounts of Airtel Africa plc will be filed together with these financial statements and will thereafter be

available at the Trade Register of the Chamber of Commerce in Amsterdam.

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 Dutch Civil Code, participating interests in group companies are carried at cost less any impairment.

Receivables are valued at nominal value, unless disclosed differently. The receivables of group companies are included in financial fixed assets, except for maturities less than 12 months after balance sheet date which are included in the current assets. Any provisions for the risk of doubtful debts are deducted. These provisions are determined based on individual assessment of the receivables.

2.7 Current assets

Receivables are valued at cost. Any provisions for the risk of doubtful debts are deducted. These provisions are determined based on individual assessment of the receivables.

2.8 Cash

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 expenses

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

2.12 Income

Income mainly comprises of interest and dividend for the reporting period. Dividend income from investments in subsidiaries is recognized when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

2.13 Taxes

The Company forms a fiscal unity for VAT and Corporate Income Tax purposes with Bharti Airtel International (Netherlands) B.V. The Company is jointly and severally liable for the tax payable by the fiscal unity.

3. Estimates

In applying the principles and policies for drawing up the financial statements, the directors of the Company make estimates and judgments that may be essential to the amounts disclosed in the financial statements. If it is necessary in order to provide the transparency required under article 362, sub 1, book 2 of the Dutch Civil Code that the nature of these estimates and judgments, including related assumptions, is disclosed in the Notes to the relevant financial statement item.

4. Staff members

During the year 2025/2026 the Company had no employees, and hence incurred no salaries or related social security charges (2024/2025: NIL).

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Bharti Airtel Madagascar Holdings B.V.

Notes to the Financial Statements

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

5. Financial fixed assets

	As of	
	31 March 2026	31 March 2025
Participations in group companies	288,217	211,307
	288,217	211,307

The company's interests in other companies comprise the following:

Name of Company	Share in issued capital as percentage	
	31 March 2026	31 March 2025
Airtel Madagascar S.A.	36.78%	36.78%
Celtel (Mauritius) Holdings Limited	100%	100%
Channel Sea Management Company (Mauritius) Limited*	100%	100%
Montana International S.A.*	60%	60%

*Under process of removal from the register of Registrar of Companies, Mauritius.

6. Other receivables

	As of	
	31 March 2026	31 March 2025
Withholding tax	29	29
	29	29

7. Receivables from group companies

	As of	
	31 March 2026	31 March 2025
Loan receivable from Celtel (Mauritius) Holdings Limited	42,393	54,910
	42,393	54,910

The loan is unsecured, bears interest at the rate of 0% per annum and payable in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing.

8. Cash

	As of	
	31 March 2026	31 March 2025
Cash at Bank	0	1
	0	1

9. Shareholder's Equity

	As of	
	31 March 2026	31 March 2025
Issued and paid-up share capital		
278,149,054 Ordinary shares of EUR 1.00 (31 March 2025: 18,000 shares)	318,522	19
	318,522	19

The Company's Euro denominated share capital is translated into USD at an exchange rate of 1 Euro to USD 1.1452 as at 31 March, 2026 (31 March, 2025: 1 Euro to USD 1.0826). Translation differences are recorded in Other reserves.

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

	For the year ended	
	31 March 2026	31 March 2025
Other reserves		
Balance as of 1 April	(34,583)	(34,582)
Allocation of previous year result	-	(1)
	(34,583)	(34,583)
Foreign currency changes on share capital	4,304	(0)
Balance as of 31 March	(30,279)	(34,583)

	For the year ended	
	31 March 2026	31 March 2025
Unappropriated results		
Balance as of 1 April	-	(1)
Unappropriated results	(1)	-
	(1)	(1)
Appropriation of previous year result	-	1
Balance as of 31 March	(1)	-

10. Payable to group company

	As of	
	31 March 2026	31 March 2025
Loan payable to Bharti Airtel Africa B.V. ¹	-	300,808
Amount owed to Group companies	3	3
	3	300,811

¹The loan is unsecured, bears interest at the rate of 0% per annum. The loan agreement between Bharti Airtel Africa B.V. and the Company was amended in May 2021 confirming that it is payable in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing. The Company is under process of having the loan facility extended till 31 December 2031. Accordingly, the loan has been classified as current as at Mar'26.

11. Payable to group company

	As of	
	31 March 2026	31 March 2025
Loan payable to Bharti Airtel Africa B.V.	42,394	-
	42,394	-

11. Assets and Commitments not shown in the Balance sheet**Contingent liabilities****Tax-group liability**

The Company forms a fiscal unity for VAT and Corporate Income Tax purposes with Bharti Airtel International (Netherlands) B.V. The Company is jointly and severally liable for the tax payable by the fiscal unity.

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

12. Other income

	For the year ended	
	31 March 2026	31 March 2025
Other interest income	0	1
	0	1

13. Interest expense and similar charges

	For the year ended	
	31 March 2026	31 March 2025
Bank Charges	1	1
	1	1

On behalf of the management board of the Company

sd/-
B. Dominic
Managing Director

sd/-
M.L. van Dam
Managing Director

sd/-
K. Dua
Managing Director

Date: 18 June 2026

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1. Notification regarding the absence of an audit report

The Company is exempt from audit as it is within the limits set in article 2:396 paragraph 1 of the Dutch Civil Code. Therefore, these annual accounts do not include an audit report.

2. Statutory appropriation of profits

According to the Company's Articles of Association, article 16, the General Meeting of shareholders determines the appropriation of the Company's net result for the year.

3. Appropriation of the result for the Year 2024/2025

The annual accounts for the Year 2024/2025 were adopted by the General Meeting held on 23 June 2025. The General Meeting has determined the appropriation of the result as it was proposed.

4. Proposed appropriation of the result for the Year 2025/2026

The management board proposes to transfer loss of USD 1 thousand for the Year 2025/2026 to the Other Reserves. The financial statements do not yet reflect this proposal.

5. Post Balance Sheet events

There is no post Balance Sheet event to report.