AIRTEL MOBILE COMMERCE NIGERIA LIMITED

Annual Report and Financial Statements
For the year ended 31 December 2022

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Directors' Report

The Directors present their annual report on the affairs of the Airtel Mobile Commerce Nigeria Limited, together with the financial statements and auditor's report for the year ended 31 December 2022.

1. Legal form

Airtel Mobile Commerce Nigeria Limited (''Airtel Mobile Commerce Nigeria Limited'' or ''the Company'') was incorporated on 31 August 2017 as a private limited liability company and is yet to commence operation as at 31 December 2022.

2. Principal activity

The principal activity of the Company is to act as a provider of electronic commerce (e-commerce) service, facilitate the acceptability of mobile money, act as an agent of financial institutions carrying on the business of agency banking as well as act as aggregator and manager of agents networks for the same purpose.

3. Result for the year

The following is a summary of the Company's operating results:

Financial Highlights			
	Financial Year		
Particulars	2022	2021	YoY Growth
	₦' 000	₦' 000	%
Revenue from operations	-	-	-
Profit/(Loss) before taxation	2,999	(2,312)	229.71
Profit/(Loss) after taxation	2,999	(2,312)	229.71
Capex investment at year end	-	-	-

4. Directors' interests

The directors and their beneficial interests in the shares of the Company as at 31 December 2022 were as follows:

Names		Designation	Date Appointed/ Resignation	Representing	Number of Ordinary Shares of ₦1.00 each
Mr. Oye Oladokun (Nigerian)	-	MD/CEO	Appointed 21 March 2018	-	Nil
Mr. Segun Ogunsanya (Nigerian	-	Director	Appointed 9 August 2017	-	Nil
Mr. Jaideep Paul (Indian)	-	Director	Appointed 9 August 2017	-	Nil

The Directors do not have any interest required to be disclosed under section 275 on the Companies and Allied Matters 2020.

Directors' Report (cont'd)

5. Shareholders and Shareholdings

The shareholding structure of the Company at the end of the year was as follows:

	2022		2021	
	Ordinary shares of N1 each	% shareholding	Ordinary shares of N1 each	% shareholding
	₦	%	₦	%
Airtel Mobile Commerce B.V.	1	0.000002	1	0.000002
Airtel Networks Limited	49,999,999	99.999998	49,999,999	99.999998
	50,000,00	**100.00**	**50,000,00**	**100.00**

6. Charitable contributions

In compliance with the Companies and Allied Matters Act, 2020, the Company did not make any donations or gifts to any political association or for any political purpose during the year under review.

7. Employment and employees

The Company had no employee during the year.

8. Business ethics and compliance code

The Company has instituted a sound Business Ethics and Compliance Code, which ensures that its business is conducted in conformity with highest ethical principles, standards and integrity. It continually creates ethical awareness amongst its directors, officers and business partners to ensure full compliance with Nigerian and applicable international laws and conventions on anti-corruption, anti-money laundering and anti-terrorism.

9. Auditors

Messrs' Deloitte & Touché has expressed their willingness to continue in office as the Company's auditors in accordance with the provision of the Companies and Allied Matters Act, 2020.

BY ORDER OF THE BOARD

Shola Adeyemi
Company Secretary
FRC/2016/NBA/00000014257
Date: 19 April 2023

Plot L2,
Banana Island,
Ikoyi,
Lagos

Statement of Directors' Responsibilities

The Directors of Airtel Mobile Commerce Nigeria Limited accept responsibility for the preparation of the financial statements that give a true and fair view of the financial position of the Company as at 31 December 2022, and the results of its operations, cash flows and changes in equity for the year then ended, in compliance with International Financial Reporting Standards ("IFRS") and in the manner required by the Companies and Allied Matters Act, 2020 of Nigeria and the Financial Reporting Council of Nigeria Act, 2011.

In preparing the financial statements, the Directors are responsible for:

- properly selecting and applying accounting policies;
- presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- providing additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and financial performance.

Going Concern:
The Directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the Company will not remain a going concern in the year ahead.

Oladokun Oye	**Muyiwa Ebitanmi**
MD/CEO	**Director**
FRC/2020/003/00000021377	**FRC/2022/PRO/DIR/003/863440**

Certification of financial statements

In accordance with section 405 of the Companies and Allied Act of Nigeria, the Chief Executive Officer and the Chief Financial Officer certify that the financial statements have been reviewed and based on our knowledge, the

(i) audited financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which such statement was made, and
(ii) audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Company as of and for, the periods covered by the audited financial statements;

We state that management and directors:
(i) are responsible for establishing and maintaining internal controls and has designed such internal controls to ensure that material information relating to the Company [and its subsidiaries] is made known to the officer by other officers of the Company, particularly during the period in which the audited financial statement report is being prepared,
(ii) has evaluated the effectiveness of the Company's internal controls prior to the date of its audited financial statements, and
(iii) certifies that Company's internal controls are effective as of that date;

We have disclosed:
(i) all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarise and report financial data, and has identified for the Company's auditors any material weaknesses in internal controls, and
(ii) whether or not, there is any fraud that involves management or other employees who have a significant role in the Company's internal control; and
(iii) as indicated in the report, whether or not, there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The financial statements of the Company for the year ended 31 December 2022 were approved by the directors on 19 April 2023.

Oladokun Oye
MD/CEO
FRC/2020/003/00000021377

Muyiwa Ebitanmi
Director
FRC/2022/PRO/DIR/003/863440

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Independent Auditor's report

To the Shareholders of Airtel Mobile Commerce Nigeria Limited

Report on the Audit of the financial statements

Opinion

We have audited the financial statements of **Airtel Mobile Commerce Nigeria Limited**, set out on pages 8 to 40, which comprise the statement of financial position as at 31 December 2022, the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended and the notes to the financial statements including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of **Airtel Mobile Commerce Nigeria Limited** as at 31 December 2022 and its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards, the Companies and Allied Matters Act and the Financial Reporting Council of Nigeria Act, 2011.

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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the requirements of the International Ethics Standards Board for Accountants' (IESBA), International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of Financial Statements in Nigeria.

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 Directors' Report, statement of the Directors' responsibilities for the preparation of the financial statements and certificate of financial statements, which we obtained prior to the date of this auditor's report. The other information 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.

In connection with our audit of the financial statements, our responsibility is to read the other information 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.

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List of partners and partner equivalents available in our office
Associate of Deloitte Africa, a Member of Deloitte Touche Tohmatsu Limited

Deloitte.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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 the Directors for the Financial Statements

The Directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards, the requirements of the Companies and Allied Matters Act, the Financial Reporting Council Act, 2011 and for such internal control as the Directors determine 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.

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 judgment and maintain professional scepticism throughout the audit. We also:

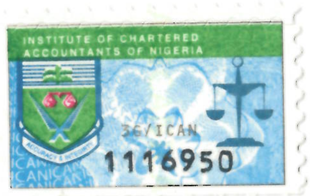
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting 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 control 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 relating 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 Company's financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with 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 Legal and Regulatory Requirements
In accordance with the Sixth Schedule of Companies and Allied Matters Act we expressly state that:

i. We have obtained all the information and explanation which to the best of our knowledge and believe were necessary for the purpose of our audit.
ii. The Company has kept proper books of account, so far as appears from our examination of those books.
iii. The Company's financial position and its statement of profit or loss and other comprehensive income are in agreement with the books of account and returns.

Stella Mba - FRC/2013/ICAN/00000001348
For: Deloitte & Touche
Chartered Accountants
Lagos, Nigeria
26 April 2023



Statement of Profit or Loss and Other Comprehensive Income

	Notes	2022 ₦'000	2021 ₦'000
Revenue from operations	6	-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses	7	(2,377)	(2,312)
Finance income	8	6,234	-
Finance cost	9	(858)	-
Net finance cost		5,375	-
Profit/(Loss) before tax	10	2,999	(2,312)
Tax expense	11(a)	-	-
Profit/(Loss) for the year after tax		**2,999**	**(2,312)**
Other comprehensive income			
There are no items of other comprehensive income		-	-
Total comprehensive loss for the year, net of tax		**2,999**	**(2,312)**
Loss per share			
Basic and diluted (₦)	12	0.06	(0.05)

The accompanying notes on pages 12 to 40 form an integral part of these financial statements.

Statement of Financial Position
As at 31 December 2022

Assets	Notes	2022 ₦'000	2021 ₦'000
Non-current assets			
Intangible assets	13	-	50,000
Deferred tax assets	11(d)	-	-
Total non-current assets		**-**	**50,000**
Current assets			
Cash and bank balances	19	55,440	-
Total current assets		**55,440**	**-**
Total assets		**55,440**	**50,000**
Equity and liabilities			
Equity			
Share capital	14	50,000	50,000
Retained earnings	15	(7,253)	(10,252)
Total Equity		**42,747**	**39,748**
Liabilities			
Non-current liabilities			
Interest bearing loans and borrowings	16	-	-
Total non-current liabilities		**-**	**-**
Current liabilities			
Interest bearing loans and borrowings	16	-	-
Trade and other payables	17	12,607	10,252
Income tax payable	11(c)	-	-
Other current liabilities	11(e)	86	-
Total current liabilities		**12,693**	**10,252**
Total liabilities		**12,693**	**10,252**
Total equity and liabilities		**55,440**	**50,000**

These financial statements are approved by the Board of Directors on 19 April 2023 and signed on its behalf by:

Oladokun Oye
Chief Executive Officer
FRC/2020/003/00000021377

Modupe Ojo
Head, Financial Reporting
FRC/2013/ICAN/00000002730

The accompanying notes on pages 12 to 40 form an integral part of these financial statements.

Statement of Changes in Equity

	Share Capital ₦'000	Retained Earnings ₦'000	Total Equity ₦'000
2022			
As at 1 January 2022	50,000	(10,252)	39,748
Profit for the year	-	2,999	2,999
Other comprehensive income	-	-	-
Total comprehensive income	**-**	**2,999**	**2,999**
As at 31 December 2022	**50,000**	**(7,253)**	**42,747**
2021			
As at 1 January 2021	50,000	(7,940)	42,060
Loss for the year	-	(2,312)	(2,312)
Other comprehensive income	-	-	-
Total comprehensive income	**-**	**(2,312)**	**(2,312)**
As at 31 December 2021	**50,000**	**(10,252)**	**39,748**

The accompanying notes on pages 12 to 40 form an integral part of these financial statements.

Statement of Cash Flows
As at 31 December 2022

	Note	2022	2021
Cash flows from operating activities		**₦'000**	**₦'000**
Profit/(loss) for the year before tax		2,999	(2,312)
Finance income	8	(6,234)	-
Finance cost	9	858	-
Non-cash adjustments		-	-
		(2,377)	**(2,312)**
Changes in working capital:			
Trade and other payables	17	2,355	2,312
Other current liabilities		86	
Security Deposit	20	50,000	
Cash generated by operating activities		**49,729**	**-**
Income tax paid	11(c)	-	-
Net cash from operating activities		**-**	**-**
Cash flows from investing activities			
Interest received		6,234	
Net cash generated by investing activities		6,234	**-**
Cash flows from financing activities			
Proceeds from shares	14	-	-
Shareholders loan received	16	20,000	-
Shareholders loan repaid	16	(20,000)	-
Interest paid	16	(858)	-
Net cash used in financing activities		**(858)**	**-**
Net movement in cash and cash equivalents		55,440	-
Cash and cash equivalents at the beginning of year		-	-
Cash and cash equivalents at the end of year	19	55,440	**-**

The accompanying notes on pages 12 to 40 form an integral part of these financial statements.

Notes to the Financial Statements

1. Corporate Information

Airtel Mobile Commerce Nigeria Limited (''Airtel Mobile Commerce Nigeria Limited'' or ''the Company'') was incorporated on 31 August 2017 as a private limited liability company and is yet to commence operation as at 31 December 2022. The principal activity of the Company is to act as a provider of electronic commerce (e-commerce) service, facilitate the acceptability of mobile money, act as an agent of financial institutions carrying on the business of agency banking as well as act as aggregator and manager of agents networks for the same purpose. Airtel Mobile Commerce Nigeria Limited is a subsidiary of Airtel Networks Limited and has Airtel Africa Plc as its step-up parent.

2. Basis of preparation and measurement

(a) Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) applicable to companies reporting under IFRS and the requirements of the Companies and Allied Matters Act of Nigeria (CAMA 2020) and Financial Reporting Council of Nigeria Act 2011.

(b) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for items measured at fair value as indicated in the policies below.

(c) Functional and presentation currency

The financial statements have been presented in Naira which is the Company's functional and presentation currency. The Company determines its own functional currency (the currency of the primary economic environment in which the entity operates) and items included in the financial statements are measured using its functional currency. All values are rounded to the nearest thousand, except when otherwise indicated.

(d) Use of estimate and judgement

The preparation of financial statements in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as disclosures of contingent assets and liabilities at the reporting date and the reported amount of revenue and expenses during the period.

(e) Current vs. non-current classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

i) Expected to be realised or intended to be sold or consumed in the normal operating cycle;
ii) Held primarily for the purpose of trading;
iii) Expected to be realised within twelve months after the reporting period; or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in the normal operating cycle;
ii) It is held primarily for the purpose of trading;
iii) It is due to be settled within twelve months after the reporting period; or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Notes to the financial statements

2. Basis of preparation and measurement (cont'd)

(f) Fair value measurement

The Company measures financial instruments at fair value and amortised cost as may be applicable at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i) in the principal market for the asset or liability, or
ii) in the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Notes to the financial statements

3. Summary of significant accounting policies

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

3.1 Intangible assets

Intangible assets are those identifiable non-monetary assets without physical substances. They include those that are acquired separately by the Company including mobile money licence fees and software. Intangible assets are measured on initial recognition at cost and subsequently, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Licences are amortised over the useful life of the intangible assets on a straight line basis from the effective date of the licence.

The useful life or amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit or loss in the other operating expense category.

De-recognition of Intangible assets

Intangible assets are derecognised when impaired or sold. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

Impairment of intangible assets

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. A cash-generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Fair value less costs of disposal is the best estimate of the amount obtainable from the sale of an asset in an arm’s length transaction.

3.2 Impairment of non-financial assets

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Impairment losses, if any, are recognised in profit or loss as a component of depreciation and amortisation expense. Impairment losses are only reversed to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised. An assessment is made at each reporting date and whenever any indicator for impairment exists, to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset’s or CGU’s recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognised.

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.3 Financial instruments

Financial assets and liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets and liabilities at initial recognition. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3.3.1 Financial assets

(i) Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss (FVTPL), fair value through other comprehensive income (FVTOCI) and amortised cost as appropriate. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

(ii) Subsequent measurement

For purposes of subsequent measurement, all recognised financial assets are measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.:

- Financial assets at fair value through profit or loss (FVTPL) – *Not applicable*
- Financial assets at fair value through other comprehensive income (FVTOCI) – *Not applicable*
- Amortised cost – *Not applicable*

After initial measurement, these receivables are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method, less impairment. The Company has no financial assets in its books.

Financial assets at fair value through profit or loss (FVTPL)
Financial assets at fair value through profit or loss are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. The Company has not designated any financial assets upon initial recognition at fair value through profit or loss.

Fair value through other comprehensive income (FVTOCI)
Financial assets at fair value through other comprehensive income includes assets that are not held for trading but to collect contractual cash flows and through the sale of the financial assets.

The Company has not designated any financial assets upon initial recognition at fair value through other comprehensive income.

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.3.1 Financial assets (cont'd)

(ii) Subsequent measurement

Amortised cost and effective interest method

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance. The effective interest method is a method of calculating the amortised cost of an instrument and of allocating interest income over the relevant period. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss.

For financial assets (other than assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the instrument, or, where appropriate, a shorter period, to the gross carrying amount of the instrument on initial recognition. For credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the instrument on initial recognition.

Trade receivable

Trade receivables are recognised initially at fair value as the invoice amount and subsequently measured at amortised cost, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor and default or delinquency in payments are considered indicators that the trade receivable is impaired. The Company deploys age analysis tools to track the payment pattern of customers. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Large number of minor receivables is grouped into homogeneous groups and assessed for impairment collectively; the amount of provision is recognised in profit or loss within 'other operating expenses'. The carrying amount of trade receivable are reduced through the use of an allowance account. When trade receivables are uncollectible, it is written off as 'other operating expenses' in profit or loss. Subsequent recoveries of amounts previously written off are included in other operating income.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, call deposits and other short term highly liquid investments with an original maturity of three months or less, readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts. Cash and cash equivalents are measured at amortised cost.

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.3.1 Financial assets (cont'd)

(iii) Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Exchange differences are recognised in profit or loss in the 'finance cost' line item except for equity instruments measured at FVTOCI, which exchange differences are recognised in other comprehensive income in the investments revaluation reserve.

(iv) Impairment of financial assets - Expected credit losses

The Company assesses at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. The Company applies the simplified approach which uses a provision matrix to measure the expected credit loss of trade receivables.

The Company recognises a loss allowance for expected credit losses at each reporting date to reflect changes in credit risk. The expected credit losses on these financial assets are estimated using a provision matrix based on the historical credit loss experience. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account.

Allowance for impairment of trade receivable

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month expected credit loss ('ECL') is used to provide for impairment loss, otherwise lifetime ECL is used. However, only in case of trade receivables, the Company applies the simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Write off

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Any write-off/recoveries made are recognised in profit or loss.

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.3.1 Financial assets (cont'd)

(v) Financial assets – Derecognition

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

- the Company has transferred substantially all the risks and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3.3.2 Financial liabilities and equity – classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) Equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(b) Financial liabilities

All financial liabilities are recognised initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs. The subsequent measurement of financial liabilities is at amortised cost using effective interest method or at Fair value through profit or loss (FVTPL).

(i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives are classified as held for trading unless they are designated as effective hedging instruments. Financial liabilities at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in other operating expenses in profit or loss.

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.3.2 Financial liabilities and equity – classification as debt or equity (cont'd)

(b) Financial liabilities (cont'd)

(ii) Financial liabilities measured at amortised cost

All other financial liabilities of the Company including trade payables and interest bearing loans and borrowings are measured at amortised cost subsequently using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Interest bearing loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance cost in profit or loss.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year (or in the normal operating cycle of the business, if longer). If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(iii) Financial guarantee contract liabilities

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. The Company has no such contract liabilities.

(iv) Foreign exchange gains and losses on financial liabilities

Financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'finance cost' line item in profit or loss. For financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk, foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity. The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.3.2 Financial liabilities and equity – classification as debt or equity (cont'd)

(b) Financial liabilities (cont'd)

(v) Financial liabilities de-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

3.3.3 Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3.4 Derivative financial instruments - Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. The resulting gain or loss is recognised in profit or loss immediately.

3.5 Foreign currency transactions

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange ruling at the reporting date with resulting exchange difference recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Nonmonetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- exchange differences on transactions entered into to hedge certain foreign currency risks (see below under financial instruments/hedge accounting).

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.8 Revenue recognition

Revenue is measured based on the consideration expected to be received in a contract with a customer and excludes amounts collected on behalf of third parties. In an agency relationship, the Company assesses its revenue arrangements against specific criteria, i.e. whether it has exposure to the significant risks and rewards associated with the sale of goods or the rendering of services, in order to determine if it is acting as a principal or as an agent. The Company is however yet to commence operations.

3.9 Taxation

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Current income tax relating to items recognised directly in equity is recognised in equity or other comprehensive income and not in profit or loss. The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax liability is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.
Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.9 Taxation (cont'd)

(c) Current tax and deferred tax for the year

Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(d) Value added tax

Expenses and assets are recognised net of the amount of value added tax, except:

i) When the value added tax incurred on a purchase of assets or services is not recoverable from the tax authority, is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
ii) When receivables and payables are stated with the amount of value added tax included.

The net amount of value added tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

3.10 Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs 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 capitalised as part of the cost of the respective assets. The Company capitalises borrowing costs on qualifying assets that takes more than one year to get ready for use. All other borrowing costs are expensed in the year they are incurred.

3.11 Provisions and contingencies

(a) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Notes to the financial statements

3. Summary of significant accounting policies (cont'd)

3.11 Provisions and contingencies (cont'd)

(b) Contingencies

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognised in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote. Where the Company makes contributions into a separately administered fund for restoration, environmental or other obligations, which it does not control, and the Company's right to the assets in the fund is restricted, the obligation to contribute to the fund is recognised as a liability where it is probable that such additional contributions will be made.

3.12 Earnings per share

The Company's Earnings per Share ('EPS') is determined based on the net income attributable to the shareholders. Basic earnings per share are computed using the weighted average number of shares outstanding during the year.

3.13 Interest income

For all financial instruments measured at amortised cost and interest bearing financial assets, classified as financial assets at fair value through profit or loss, interest income is recognised using the Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in 'finance income' in the statement of comprehensive income.

4. Significant accounting judgments, estimates and assumptions

4.1 Judgements

Under IFRS, the directors have adopted those accounting policies most appropriate to the Company's circumstances for the purpose of presenting a true and fair view of the Company's financial position, financial performance and cash flows. In determining and applying accounting policies, judgement is often required in respect of items where the choice of specific policy, accounting estimate or assumption to be followed could materially affect the reported results or net asset position of the Company should it later be determined that a different choice would be more appropriate.

(a) **Deferred tax**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with any future tax planning strategies. Refer to Note 9 for the disclosure of deferred tax assets recognition.

Notes to the financial statements

4.2 Estimates and assumptions

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

(a) **Impairment of non-financial assets**

Non-financial assets include majorly intangible assets. Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

(b) **Taxation provisions**

The Company's current tax provision relates to management's assessment of the amount of tax payable as at the reporting date based on the Company's performance during the financial year.

5. Adoption of new and revised standards

5.1 Standards that became effective on 1 January 2022

No new International Financial Reporting Standard (IFRS) issued during the year is applicable to the Company applied. Amendment to existing IFRS's have been applied by the Company as required, however, these amendments do not have any material impacts on the company's financial statements. The list of newly issued amendments is as follows

Notes to the financial statements

5.1.1 Impact of the Amendments to IAS 16 Property, Plant and Equipment – Proceeds before Intended Use

The Group has adopted the amendments to IAS 16 Property, Plant and Equipment for the first time in the current year. The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use, i.e. proceeds while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Consequently, an entity recognises such sales proceeds and related costs in profit or loss. The entity measures the cost of those items in accordance with IAS 2 Inventories.

The amendments also clarify the meaning of ' testing whether an asset is functioning properly'. IAS 16 now specifies this as assessing whether the technical and physical performance of the asset is such that it is capable of being used in the production or supply of goods or services, for rental to others, or for administrative purposes. If not presented separately in the statement of comprehensive income, the financial statements shall disclose the amounts of proceeds and cost included in profit or loss that relate to items produced that are not an output of the entity 's ordinary activities, and which line item(s) in the statement of comprehensive income include(s) such proceeds and cost.

5.1.2 Impact of the amendments to IAS 37 Onerous Contracts – Cost of Fulfilling a Contract

The Group has adopted the amendments to IAS 37 for the first time in the current year. The amendments specify that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts.

5.2 Standards issued 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 2023. 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:

5.2.1 Amendments to IAS 1 - Classification of Liabilities as Current or Non-current

The amendments to IAS 1 affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted.

Notes to the financial statements

5.2.2 Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”.

The definition of a change in accounting estimates was deleted. However, the Board retained the concept of changes in accounting estimates in the Standard with the following clarifications:

- A change in accounting estimate that results from new information or new developments is not the correction of an error

- The effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors

The amendments are effective for annual periods beginning on or after 1 January 2023 to changes in accounting policies and changes in accounting estimates that occur on or after the beginning of that period, with earlier application permitted.

5.2.3 Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements – Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term ‘significant accounting policies’ with ‘material accounting policy information’. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

The Board has also developed guidance and examples to explain and demonstrate the application of the ‘four-step materiality process’ described in IFRS Practice Statement 2.

The amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023, with earlier application permitted and are applied prospectively. The amendments to IFRS Practice Statement 2 do not contain an effective date or transition requirements. The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted.

Notes to the financial statements

5.2.4 Amendment to IAS 12 Income Taxes – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments introduce a further exception from the initial recognition exemption. Under the amendments an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences.

Depending on the applicable tax law, equal taxable and deductible temporary differences may arise on initial recognition of an asset and liability in a transaction that is not a business combination and affects neither accounting nor taxable profit. For example, this may arise upon recognition of a lease liability and the corresponding right-of-use asset applying IFRS 16 at the commencement date of a lease.

Following the amendments to IAS 12, an entity is required to recognise the related deferred tax asset and liability, with the recognition of any deferred tax asset being subject to the recoverability criteria in IAS 12.

The amendments apply to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period an entity recognises:

- A deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with:

  - Right-of-use assets and lease liabilities
  - Decommissioning, restoration and similar liabilities and the corresponding amounts recognised as part of the cost of the related asset

- The cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with earlier application permitted.

6 Revenue from operations

The Company did not earn any revenue during the year (2021: Nil).

Notes to the financial statements

7 Administrative expenses

	2022	2021
	₦'000	₦'000
Bank charges	23	-
Statutory audit fees*	2,249	2,209
Other administrative expenses**	105	103
	2,377	**2,312**

***** The audit fees represent auditors' remuneration as greed with Deloitte & Touche for the final audits of Airtel Mobile Commerce Nigeria Ltd for the year ended 31 December 2022 and 2021 respectively. The independent auditors report was signed by Stella Mba, a partner with the firm, with Financial Reporting Council (FRC) membership number FRC/2013/ICAN/00000001348. Airtel does not have any professional engagement other than audit with Deloitte for the year 2022 and 2021.

** Other administrative expenses relate to reimbursable expenses payable to the auditors on the audit engagement.

8 Finance income

	2022	2021
	₦'000	₦'000
Interest received – banks	6,234	-

This is the interest received from CBN on the statutory deposit.

9 Finance cost

	2022	2021
	₦'000	₦'000
Interest on debts and borrowings	858	-

The finance cost is the interest on NGN 20 million loan obtained from Airtel Networks Limited in March 2022 at the rate of 14%. The repayment of this loan was done in July 2022.

10 Profit (Loss) before tax is after charging:

	2022	2021
	₦'000	₦'000
Statutory audit fee (Note 7)	2,249	2,209
Finance income	6,234	-
Finance cost	858	-

Notes to the financial statements

11 Taxation

(a) Tax expense

The income tax charge for the year has been computed after adjusting for certain items of expenditure and income, which are not deductible or chargeable for tax purposes. The Company is yet to commence business and does not qualify for minimum tax.

	2022	2021
	₦'000	₦'000
Income tax	-	-
Education tax	-	-
	-	-
Deferred tax expense/(benefit) (Note 9(d))	-	-
	-	**-**

(b) Reconciliation of effective tax rate

	2022		2021	
	₦'000	%	₦'000	%
Profit/(Loss) before tax	2,999		(2,312)	
Income tax using statutory tax rate	900	(30)	(694)	(30)
Impact of profit/(loss) not subjected to tax	(900)	30	694	30
	-	**-**	**-**	**-**

(c) Movement in Income tax payable

	2022	2021
	₦'000	₦'000
Balance as at 1 January	-	-
Charge for the year:		
Income tax	-	-
Education tax	-	-
	-	-
Payments during the year	-	-
Balance as 31 December	**-**	**-**

Notes to the financial statements

11 Taxation (cont'd)

(d) The movement on the deferred taxation asset account was as follows:

	2022 ₦'000	2021 ₦'000
Balance at 1 January	-	-
Movement during the year (expenses)/benefit	-	-
Balance at 31 December	**-**	**-**
Deferred tax assets are attributable to the following:		
Unutilised losses	-	-
Net deferred tax assets	**-**	**-**

(e) Other Current Liabilities

	2022 ₦'000	2021 ₦'000
Withholding tax payables	85	-

12 Profit/loss per share

Basic profit/(loss) share amounts are calculated by dividing net profit or loss attributable to ordinary equity holders of the parent by the average number of ordinary shares outstanding during the year.

The following reflects the income and share data used in the basic earnings per share computation:

	2022 ₦'000	2021 ₦'000
Net profit (loss) attributable to ordinary equity holders	2,999	(2,312)
	Number of shares '000	**Number of shares '000**
Weighted average number of:		
Ordinary shares in issue of N1 each	**50,000**	**50,000**
Profit/(loss) per share (₦)	0.06	(0.05)

There were no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements. There was no dilutive instrument during the year.

Notes to the financial statements

13 Intangible assets

The Company deposited for Super agent licence to the Central Bank of Nigeria in 2018. As at 31 December 2021, the licence is yet to be received but approval in principle given and the payment was recognised as capital work in progress. During the year 2022, the Central Bank of Nigeria refunded the deposit hence, the capital work in progress has been derecognised.

The movement during the year was as follows:

	Capital work in progress ₦'000	Total ₦'000
Cost		
As at 1 January 2021	50,000	50,000
Additions	-	-
As at 31 December 2021	**50,000**	**50,000**
Adjustment	(50,000)	(50,000)
As at 31 December 2022	**-**	**-**
Accumulated amortization		
As at 1 January 2021	-	-
Amortization	-	-
As at 31 December 2021	**-**	**-**
Amortization	-	-
As at 31 December 2022	**-**	**-**
Carrying amount		
As at 31 December 2022	**-**	**-**
As at 31 December 2021	50,000	50,000

Movement in intangible assets

	2022 ₦'000	2021 ₦'000
Balance at 1 January	50,000	50,000
Deposit with CBN (Note 20)	(50,000)	-
Balance at 31 December	**-**	**50,000**

Notes to the financial statements

14 Share capital

	2022 ₦'000	2021 ₦'000
Authorised:		
50,000,000 ordinary shares of ₦1 each	50,000	50,000
Issued, called up and fully paid:		
50,000,000 ordinary shares of ₦1 each	50,000	50,000

15 Retained earnings

	2022 ₦'000	2021 ₦'000
As at 1 January	(10,252)	(7,940)
Profit (Loss) for the year	2,999	(2,312)
As at 31 December	**(7,253)**	**(10,252)**

16 Interest bearing loans and borrowings

	2022 ₦'000	2021 ₦'000
As at 1 January	-	-
Addition during the year	20,000	-
Interest accrued	858	-
Principal payment	(20,000)	-
Interest payment	(858)	-
As at 31 December	**-**	**-**

	2022 ₦'000	2021 ₦'000
Non-current	-	-
Current	-	-
As at 31 December	**-**	**-**

This loan facility was obtained from Airtel Networks Ltd. It is a ₦20 million facility priced at 14% per annum. These loans are stated at amortised cost using the interest rate which approximates to the effective interest rate. The loan was fully paid in 2022.

17 Trade and other payables

	2022 ₦'000	2021 ₦'000
Due to related companies (Note 17 (a))	10,253	7,940
Accruals (Note 17 (b))	2,354	2,312
	12,607	**10,252**

Notes to the financial statements

17 Trade and other payables (cont'd)

(a) Due to related companies

	2022 ₦'000	2021 ₦'000
Airtel Networks Limited	10,252	7,940
PSB Smart cash	1	
	10,253	**7,940**

(b) Accruals relates to provision for audit fee and reimbursable expenses for the year.

Notes to the financial statements

18 Related Party

(a) Related party transactions:

The Company entered the following transactions with the under listed related parties during the year:

Name	Nature of transaction	Relationship	Transaction value 2022 ₦'000	Transaction value 2021 ₦'000	Balance receivable 2022 ₦'000	Balance receivable 2021 ₦'000	Balance payable 2022 ₦'000	Balance payable 2021 ₦'000
Airtel Networks Limited	Professional Fees	Parent company	2440	1,688	-	-	10,252	7,940
PSB Smart cash							1	-
			2,440	**1,688**	**-**	**-**	**10,253**	**7,940**

(b) Terms and conditions of transactions with related parties:

The sales to and purchases from related parties are made at terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. There have been no guarantees provided for any related party payables. The payables due to related parties are disclosed in Note 14.

(c) Key management personnel

Key management personnel are those who have authority and responsibility for planning, directing and controlling the activities of the Company. The Company's key management personnel are the members of the Board.

There was no compensation to key management staff during the year (2021: Nil).

Directors' mix	**2022 Number**	**2021 Number**
Executive Director	1	1
Non-executive Directors	2	2

The directors that received compensation as at 31 December 2022 were Nil (2021: Nil) in numbers. The number of Directors who received emoluments (excluding pensions and pension contributions) are Nil (2021: Nil).

Notes to the financial statements

19 Cash and cash equivalents

	2022	2021
	₦'000	₦'000
Bank balances	55,440	-
Cash and Bank Balance	**55,440**	**-**
Cash and cash equivalents	**55,440**	**-**

20 Deposit with CBN

	2022	2021
	₦'000	₦'000
Balance as at 1 January	-	-
Transfer from intangible assets (Note 13)	**50,000**	**-**
Refund of Deposit	**(50,000)**	**-**
Balance as at 31 December	**-**	**-**

The Deposit with Central Bank of Nigeria (CBN) was referenced as license cost hence the classification as Intangibles. This has been corrected and the fund returned by CBN with interest stated in Note 8.

20 Financial Instruments

20.1 Categories of financial instruments and their fair value

The table below show financial instruments by their measurement categories.

	Amortized cost	Carrying value
	₦'000	₦'000
As at 31 December 2022		
Trade and other payables	12,608	12,608
Total financial liabilities	**12,608**	**12,608**
As at 31 December 2021		
Trade and other payables	10,252	10,252
Total financial liabilities	**10,252**	**10,252**

20.2 Financial risk management

The Company's principal financial liabilities comprise trade and other payables which is a payable to its parent company. The Company's senior management is supported by a risk management committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The risk management committee provides assurance to the Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company's policies and Company's risk appetite. The Board of Directors reviews and agrees policies for managing each of these risks.

Notes to the financial statements

20.2 Financial risk management (cont'd)

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no exposure to interest rate risk as it has no borrowings.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has no exposure to the risk of changes in foreign exchange rates.

(b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company has no exposure to credit risk

(c) Liquidity risk

The Company has no liquidity risk. Access to sources of funding is sufficiently available. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Financial instruments by measurement bases

The table below show financial instruments by their measurement bases.

	Total ₦'000	On demand ₦'000	Less than 3 months ₦'000	3 to 12 months ₦'000	1 to 3 years ₦'000	4 to 5 years ₦'000
31 December 2022						
Trade and other payables	12,608	-	2,355	10,252	-	-
Total	**12,608**	**-**	**2,355**	**10,252**	**-**	**-**
31 December 2021						
Trade and other payables	10,252	-	2,312	7,940	-	-
Total	**10,252**	**-**	**2,312**	**7,940**	**-**	**-**

Fair Value

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Notes to the financial statements

20.2 Financial risk management (cont'd)

(c) Liquidity risk (cont'd)

- trade payables approximate the carrying amounts largely due to the short-term maturity of the instrument.

As at 31 December 2022, there was no change in counterparty credit risk.

(d) Capital risk management

Capital is the equity attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and adjusts it in light of changes in economic conditions.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt its trade and other payables. The Company is not subject to any minimum capital requirement.

	2022 ₦'000	2021 ₦'000
Gearing Ratio		
Trade and other payables	12,608	10,252
Other current liabilities	85	-
Net debt	**12,693**	**10,252**
Total equity	**42,747**	**39,748**
Equity and net debt	55,439	50,000
Gearing ratio	**22.9%**	**20.5%**

21 Going concern

The financial statements have been prepared on the basis that the Company will continue as a going concern. As at 31 December 2022, the Company is yet to commence operations.

22 Information relating to employees

The Company had no employees during the year (2021: Nil).

23 Contingent liabilities and Contingent assets

As at 31 December 2022, the Company had no contingent liabilities and contingent asset (2021: Nil).

Notes to the financial statements

24 Events after the reporting period

a. **Impact of COVID-19 on Business Operations:**
Management has assessed the impact of the COVID-19 pandemic on the operations of the business and its ability to continue as a going concern. Based on the facts available to management and the mitigating plans in place, management do not anticipate the COVID-19 pandemic to have a significant impact on the operations of the business.

Value Added Statement

	2022 N'000	%	2021 N'000	%
Revenue				
Bought-in-materials and services				
- Local	(2,377)		(2,312)	
-Imported	-		-	
Value added by operating activities	**(2,377)**		**(2,312)**	
Non trading items:				
Other income	-		-	
Finance income	6,234		-	
Value Added	**3,857**	**100**	**(2,312)**	**100**
Applied as follows:				
To pay employees' salaries, wages and fringe benefits	-	-	-	-
To pay providers of capital – interest	858	22	-	-
Current taxation	-	-	-	-
Deferred Tax	-	-	-	-
Profit (Loss) sustained	2,999	78	(2,312)	100
Value Added	**3,857**	**100**	**(2,312)**	**100**

The value-added statement represents the wealth created through the efforts of the Company and its employees, and the distribution of created wealth amongst various interest groups.

Financial summary

	2022 N'000	2021 N'000	2020 N'000	2019 N'000
Assets employed				
Assets	55,440	50,000	50,000	50,000
Liabilities	(12,693)	(10,252)	(7,940)	(6,252)
	42,747	**39,748**	**42,060**	**43,748**
Funds employed				
Share capital	50,000	50,000	50,000	50,000
Retained earnings	(7,253)	(10,252)	(7,940)	(6,252)
Shareholders' funds	**42,747**	**39,748**	**42,060**	**43,748**
Statement of profit or loss and other comprehensive income				
Revenue	-	-	-	-
Profit (Loss) before taxation	2,999	(2,312)	(1,688)	(1,688)
Profit (Loss) after taxation	2,999	(2,312)	(1,688)	(1,688)
Total comprehensive profit (loss) for the year	**2,999**	**(2,312)**	**(1,688)**	**(1,688)**
Per share data:				
Profit/(Loss) per share (Naira)	**0.06**	**(0.05)**	**(0.03)**	**(0.03)**

Earnings per share is based on the Company's profit after taxation and on the number of ordinary shares issued and fully paid at the end of each financial period.