

**BHARTI AIRTEL KENYA B.V.**

Annual Report and Financial Statements for the year ended 31 March 2021

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To the shareholders,  
Bharti Airtel Kenya B.V. (the Company)  
Overschiestraat 65  
1062 XD Amsterdam, The Netherlands

Dear shareholders,

Please find attached the financial statements for the year starting on 1 April 2020 and ending on 31 March 2021 of the Company (hereinafter referred to as the "**Year 2020/2021**").

We have prepared the annual accounts of the Year 2020/2021 of the Company in accordance with Part 9 of Book 2 of the Dutch Civil Code. The financial statements comprise the Balance Sheet as at 31 March 2021 and the Income Statement for the Year 2020/2021 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:

- J.C. Uneken- van de Vreede
- D. van Kootwijk
- J.K. Paul

### **FINANCIAL PERFORMANCE**

The shareholder's equity as on 31 March 2021 is showing a deficit amount of USD 227,772 thousands and the Income Statement for the Year 2020/2021 is showing a post-tax loss of USD 22,366 thousands (2019/2020: loss of USD 41,495 thousands).

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/-

J.C. Uneken - van de Vreede  
Managing Director

Date: 29 June 2021

**Bharti Airtel Kenya B.V.**  
**Balance Sheet**

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

	Notes	As of	
		31 March 2021	31 March 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Financial fixed assets</b>			
	(4)		
Participation in group company	(a)	599,568	599,568
Receivable from group company	(b)	485,328	472,365
Other receivables	(5)	5,420	5,420
<b>Total non-current assets</b>		<b>1,090,316</b>	<b>1,077,353</b>
<b>Current assets</b>			
Cash and cash equivalents	(6)	1	0
<b>Total assets</b>		<b>1,090,317</b>	<b>1,077,353</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's equity</b>			
	(7)		
Issued and paid-up share capital		23	22
Other reserves		(205,429)	(163,935)
Unappropriated results		(22,366)	(41,495)
		<b>(227,772)</b>	<b>(205,408)</b>
<b>Non-current liabilities</b>			
Payable to group companies	(8)	1,267,085	1,231,757
<b>Current liabilities</b>			
Payable to group company	(9)	51,004	51,004
<b>Total equity and liabilities</b>		<b>1,090,317</b>	<b>1,077,353</b>

**Bharti Airtel Kenya B.V.**  
**Income Statement**

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

	Notes	For the year ended	
		31 March 2021	31 March 2020
<b>Income</b>			
Interest income	(11)	15,251	13,359
<b>Expenses</b>			
Interest expense	(12)	35,329	53,753
Other costs	(13)	-	189
<b>Total Expenses</b>		<u>35,329</u>	<u>53,942</u>
<b>Loss before taxation</b>		<u>(20,078)</u>	<u>(40,583)</u>
Taxation on result	(14)	2,288	912
<b>Loss after taxation</b>		<u>(22,366)</u>	<u>(41,495)</u>

# **Bharti Airtel Kenya B.V.**

## **Notes to the Financial Statements**

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

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### **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.

#### **1.2 Group structure**

The Company forms part of the Airtel Africa Group of companies. Immediate parent company is Bharti Airtel Kenya Holdings B.V. with 100% shareholding in the Company. The step up parent companies are:

- Airtel Africa plc, United Kingdom
- Bharti Airtel Limited, India

#### **1.3 List of participating interests**

The Company has the following capital interests which have not been valued at net capital value:

Name, statutory registered office	Share in issued capital	
	31 March 2021	31 March 2020
	%	%
Airtel Networks Kenya Limited Nairobi, Kenya	99.9999	99.9999

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

#### **2.1 Basis of preparation**

The financial statements have been prepared in accordance with the general provisions of Title 9, Book 2 of the Dutch Civil Code. As stipulated in article 2:396 paragraph 6 of the Dutch Civil Code, the valuation of the assets and liabilities and the determination of the result will be based on the principles for determination of the taxable profit, as meant in chapter II of the Corporate Income Tax Act 1969. 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 Dollars. 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**

In accordance with article 2:407 part 2A of the Dutch Civil Code no consolidated financial statements have been prepared. The Company also avails itself of the facility of article 2:408 of the Dutch Civil Code. The annual accounts of the Company and its subsidiary are consolidated into the annual accounts of Airtel Africa plc, United Kingdom. A copy of the consolidated accounts of Airtel Africa plc is filed together with these financial statements and is available at the Trade Register of the Chamber of Commerce in Amsterdam.

#### **2.3 Reclassification/regrouping**

Previous year's figures have been regrouped / reclassified where necessary to confirm to current year's classification.

**Bharti Airtel Kenya B.V.**  
**Notes to the Financial Statements**

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

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## **2.4 Assumption of continuity**

The Company has an equity deficit of USD 227,772 thousands as at 31 March 2021. The loss for the year 2020/2021 amounted to USD 22,366 thousands. The deficit is fully funded by intercompany loans. The Company's ability to continue as a going concern is highly contingent on the willingness on the part of group companies to continue the said loans. The group companies confirmed their willingness to continue the loans. In view of this, the accounting policies used in these financial statements are based on the expectation that the Company will be able to continue as a going concern.

## **2.5 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.

## **2.6 Translation of foreign currency**

The financial statements are presented in US dollar, which is also the Company's functional and presentation currency. This is based on the currency in which its main transactions are concluded.

Transactions in foreign currencies (other than the functional currency of the Company) are initially recorded in the functional currency at the exchange rate prevailing at the date of the transaction.

Subsequent to initial recognition, 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 under finance income and expenses. 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 under Shareholder's equity.

## **2.7 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.

## **2.8 Financial fixed assets**

Due to the international structure of the group and the use of the consolidation exemption of article 2:408 of the Dutch Civil Code, participating interests in group companies and affiliated 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. They are included in the current assets.

## **2.9 Current assets**

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

**Bharti Airtel Kenya B.V.**  
**Notes to the Financial Statements**

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

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**2.10 Cash and cash equivalents**

Cash includes cash in hand, bank balances and deposits held at call with maturities of less than 12 months. Bank overdrafts are shown under Borrowings in Current liabilities on the Balance Sheet. Cash is stated at face value.

**2.11 Non-current liabilities**

Borrowings are valued at nominal value. Payables to group companies are included in Non-current liabilities, except for maturities less than 12 months after balance sheet date. They are included in the current liabilities.

**2.12 Current liabilities**

Liabilities are valued at nominal value, unless determined differently.

**2.13 Other costs**

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

**2.14 Income**

Income comprises of interest income for the current reporting period.

**2.15 Expenses**

Expenses comprises of interest expense on loans for the current reporting period.

**2.16 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. Staff members**

During the Year 2020/2021 the Company had no employees, and hence incurred no salaries or related social security charges (2019/2020: NIL).



**Bharti Airtel Kenya B.V.**  
**Notes to the Financial Statements**

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

**4. Financial fixed assets**

	<b>As of</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
(a) Participation in group company	599,568	599,568
(b) Receivable from group company	485,328	472,365
	<u>1,084,896</u>	<u>1,071,933</u>

	<b>As of</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
<b>(a) Participation in group company</b>		
Airtel Network Kenya Limited at Nairobi, Kenya	599,568	599,568
	<u>599,568</u>	<u>599,568</u>

	<b>As of</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
<b>(b) Receivables from group company</b>		
Loan receivable from Airtel Network Kenya Limited	485,328	472,365
	<u>485,328</u>	<u>472,365</u>

The interest is charged @ 3% p.a. Any outstanding principal loan amounts and accrued interest thereon will be payable in full by 31 December 2021, unless agreed otherwise between borrower and lender in writing.

**5. Other receivables**

	<b>As of</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
Withholding tax	5,420	5,420
	<u>5,420</u>	<u>5,420</u>

**6. Cash and cash equivalents**

	<b>As of</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
Cash at Bank	1	0
	<u>1</u>	<u>0</u>

Cash balances are free for disposal by the Company.

**Bharti Airtel Kenya B.V.**  
**Notes to the Financial Statements**

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

**7. Shareholder's Equity**

	<b>As of</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
<b>Issued and paid-up share capital</b>		
40 ordinary shares at par value Euro 500	23	22
	<u>23</u>	<u>22</u>

The authorized share capital amounts to Euro 100,000. The Company's Euro denominated share capital is translated into USD at an exchange rate of Euro 1.173 as at 31 March 2021 (31 March 2020: Euro 1.104). Translation differences are recorded in Other reserves.

	<b>For the year ended</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
<b>Other reserves</b>		
Balance as of 1 April	(163,930)	(122,947)
Allocation of previous financial year net result	(41,495)	(40,983)
	<u>(205,425)</u>	<u>(163,930)</u>
Foreign currency changes on share capital	(4)	(5)
Balance as of 31 March	<u>(205,429)</u>	<u>(163,935)</u>

	<b>For the year ended</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
<b>Unappropriated results</b>		
Balance as of 1 April	(41,495)	(40,983)
Unappropriated results	(22,366)	(41,495)
	<u>(63,861)</u>	<u>(82,478)</u>
Appropriation of result previous year	41,495	40,983
Balance as of 31 March	<u>(22,366)</u>	<u>(41,495)</u>

**8. Payable to group companies**

	<b>As of</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
Loan payable to Bharti Airtel Kenya Holdings B.V.	1,266,971	1,231,643
Amounts owed to Bharti Airtel Africa B.V.	114	114
Balance as of 31 March	<u>1,267,085</u>	<u>1,231,757</u>

The calculated interest as at year end is based on 3 month libor+ 225 bps (in 2019/2020: 3 month libor+ 225 bps). The agreement between Bharti Airtel Kenya Holdings B.V. and the Company has been amended in May 2021 wherein any outstanding principal loan amounts and accrued interest thereon will be payable in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing.

**9. Payable to group company**

	<b>As of</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
Amounts owed to Airtel Network Kenya Limited	51,004	51,004
	<u>51,004</u>	<u>51,004</u>

**Bharti Airtel Kenya B.V.**  
**Notes to the Financial Statements**

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

**10. 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.

**11. Interest income**

	<b>For the year ended</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
Interest on loan to Airtel Networks Kenya Limited	15,251	13,359
	<u>15,251</u>	<u>13,359</u>

**12. Interest expense**

	<b>For the year ended</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
Interest on loan from Bharti Airtel Kenya Holdings B.V.	35,329	53,753
	<u>35,329</u>	<u>53,753</u>

**13. Other costs**

	<b>For the year ended</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
Professional and legal fees	-	189
	<u>-</u>	<u>189</u>

**14. Taxation on result from operations**

	<b>For the year ended</b>	
	<b>31 March 2021</b>	<b>31 March 2020</b>
Withholding tax on intercompany interest	2,288	912
	<u>2,288</u>	<u>912</u>

**On behalf of the management board of the Company**

Sd/-  
J.C. Uneken - van de Vreede  
Managing Director

Sd/-  
D. van Kootwijk  
Managing Director

Sd/-  
J.K. Paul  
Managing Director

**Date:** 29 June 2021

## **Bharti Airtel Kenya B.V.**

### **Other Information**

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

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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 profit**

According to the Company's Articles of Association, article 14, the General Meeting of shareholders determines the appropriation of the Company's net result for the year.

#### **3. Appropriation of result for the Year 2019/2020**

The annual accounts for the year 2019/2020 were adopted by the General Meeting held on July 14, 2020. The General Meeting has determined the appropriation of the result as it was proposed.

#### **4. Proposed appropriation of result for the Year 2020/2021**

The management board proposes to transfer the loss for the Year 2020/2021 to the Other Reserves for an amount of USD 22,366 thousands. The financial statements do not yet reflect this proposal.

#### **5. Post Balance Sheet events**

There is no post Balance Sheet event to report.