

BHARTI AIRTEL TANZANIA B.V.

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

CONTENTS

Page

MANAGEMENT REPORT

3

FINANCIAL STATEMENTS

Balance Sheet

4

Income Statement

5

Notes to the Financial Statements

6

OTHER INFORMATION

Notification regarding the absence of an audit report

12

Statutory appropriation of profit

12

Appropriation of the result for the Year 2019/2020

12

Proposed appropriation of result for the Year 2020/2021

12

Post Balance Sheet events

12

To the shareholders,
Bharti Airtel Tanzania 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 of USD 38,949 thousands and Income Statement for the Year 2020/2021 is showing a post-tax profit of USD 8,998 thousands (2019/2020: Loss of USD 1 thousand).

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 Tanzania B.V.
Balance Sheet

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

	Notes	As of	
		31 March 2021	31 March 2020
ASSETS			
Non-current assets			
Financial fixed assets			
	(4)		
Participation in group company	(a)	28,837	28,837
Receivables from group company	(b)	478,675	478,224
Other receivables	(5)	4,931	4,931
Total non-current assets		512,443	511,992
Current assets			
Other receivables	(6)	2,630	
Cash and cash equivalents	(7)	0	0
		2,630	0
Total assets		515,073	511,992
EQUITY AND LIABILITIES			
Shareholder's equity			
	(8)		
Issued and paid-up share capital		21	20
Other reserves		(47,968)	(47,966)
Unappropriated results		8,998	(1)
		(38,949)	(47,947)
Non-current liabilities			
Payable to group company	(9)	554,022	559,939
		554,022	559,939
Total equity and liabilities		515,073	511,992

Bharti Airtel Tanzania 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
Income	(11)		
Dividend income	(a)	8,546	
Other	(b)	451	
		8,997	-
Expenses			
Other costs		-	1
Result from operations		8,997	(1)
Foreign currency exchange differences gain	(12)	1	-
Profit before taxation		8,998	(1)
Taxation on result		-	-
Profit after taxation		8,998	(1)

Bharti Airtel Tanzania B.V.

Notes to the Financial Statements

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

1. Corporate information

1.1 Activities

The activities of the Company are that of an investment and holding company. The Company has its registered office at Overschiestraat 65, 1062 XD Amsterdam, The Netherlands.

1.2 Group structure

The Company forms part of the Airtel Africa Group of companies. Immediate parent company is Bharti Airtel Africa 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 Tanzania plc Dar es Salaam, Tanzania	51.00	51.00

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 Tanzania B.V. **Notes to the Financial Statements**

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

2.4 Assumption of continuity

The Company has an equity deficit of USD 38,949 thousands as of 31 March 2021. The loss for 2020/2021 amounted to USD 8,998 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 parent company confirmed 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 Tanzania B.V.
Notes to the Financial Statements

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

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

2.15 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 Tanzania B.V.
Notes to the Financial Statements

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

4. Financial fixed assets

	As of	
	31 March 2021	31 March 2020
(a) Participation in group company	28,837	28,837
(b) Receivables from group company	478,675	478,224
	507,512	507,061

(a) Participation in group company

	As of	
	31 March 2021	31 March 2020
Airtel Tanzania Plc at Dar es Salaam, Tanzania	28,837	28,837
	28,837	28,837

(b) Receivables from Group company

	As of	
	31 March 2021	31 March 2020
Loan receivable from Airtel Tanzania plc ¹	478,225	478,224
Loan receivable from Tanzania Tower	450	-
	478,675	478,224

¹The loan is unsecured, bears interest at the rate of 0% per annum (2019/2020: 0% per annum) with maturity date of December 31, 2021. Any outstanding principal loan amounts and accrued interest thereon will be payable in full upon request of the lender by giving a 3 (three) months advance notice to the borrower.

5. Other receivables

	As of	
	31 March 2021	31 March 2020
Withholding tax	4,931	4,931
	4,931	4,931

Current assets

6. Other receivables

	As of	
	31 March 2021	31 March 2020
Dividend receivable from Airtel Tanzania plc	2,630	-
	2,630	-

7. Cash and cash equivalents

	As of	
	31 March 2021	31 March 2020
Cash at Bank	0	0
	0	0

Cash balances are free for disposal by the Company.

Bharti Airtel Tanzania B.V.
Notes to the Financial Statements

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

8. Shareholder's Equity

	As of	
	31 March 2021	31 March 2020
Issued and paid-up share capital		
18,152 Ordinary shares of EUR 1.00	21	20
	<u>21</u>	<u>20</u>

The authorized share capital amounts to Euro 90,800. 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.

	For the year ended	
	31 March 2021	31 March 2020
Other reserves		
Balance as of 1 April	(47,965)	(63,589)
Allocation of previous year result	(1)	15,624
	<u>(47,966)</u>	<u>(47,965)</u>
Foreign currency changes on share capital	(2)	(1)
Balance as of 31 March	<u>(47,968)</u>	<u>(47,966)</u>

	For the year ended	
	31 March 2021	31 March 2020
Unappropriated results		
Balance as of 1 April	(1)	15,624
Unappropriated results	8,998	(1)
	<u>8,997</u>	<u>15,623</u>
Appropriation of previous year result	1	(15,624)
Balance as of 31 March	<u>8,998</u>	<u>(1)</u>

9. Payables to group company

	As of	
	31 March 2021	31 March 2020
Loan payable to Bharti Airtel Africa B.V.	554,022	559,939
	<u>554,022</u>	<u>559,939</u>

The loan is unsecured, bears interest at the rate of 0% per annum. The agreement between Bharti Airtel Africa 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.

Bharti Airtel Tanzania 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. Income

(a) Dividend income

	For the year ended	
	31 March 2021	31 March 2020
Dividend income from Airtel Tanzania Plc	8,546	-
	<u>8,546</u>	<u>-</u>

(b) Other

	For the year ended	
	31 March 2021	31 March 2020
Other income ¹	451	-
	<u>451</u>	<u>-</u>

¹Other income represents receivables novated from Africa Towers N.V.

12. Foreign currency exchange differences

	For the year ended	
	31 March 2021	31 March 2020
Unrealized foreign currency exchange differences gain	1	-
	<u>1</u>	<u>-</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 Tanzania B.V.
Notes to the Financial Statements

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

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 22, 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 profit for the Year 2020/2021 to the Other Reserves for an amount of USD 8,998 thousands. The financial statements do not yet reflect this proposal.

5. Post Balance Sheet events

There is no post Balance Sheet event to report.