

BHARTI AIRTEL CONGO HOLDINGS B.V.

Annual Report and Financial Statements for the year ended 31 March 2022

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 result for the Year 2020/2021	12
Proposed appropriation of result for the Year 2021/2022	12
Post Balance Sheet events	12

To the shareholders,
Bharti Airtel Congo Holdings B.V.
Overschiestraat 65
1062 XD Amsterdam, The Netherlands

Dear shareholders,

Please find attached the financial statements for the year starting on 1 April 2021 and ending on 31 March 2022 of the Company (hereinafter referred to as the "**Year 2021/2022**").

We have prepared the annual accounts of the Year 2021/2022 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 2022 and the Income Statement for the Year 2021/2022 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 2022 is showing a total amount of USD 101,974 thousands (31 March 2021: USD 97,271 thousands) and the Income Statement for the Year 2021/2022 is showing a post-tax profit of USD 4,703 thousands (2020/2021: post-tax loss of USD 5,730 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 – 21 July 2022

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

	Notes	As of	
		31 March, 2022	31 March, 2021
ASSETS			
Fixed assets			
Financial fixed assets			
Participations in group companies	(5)		
Receivables from group companies	(a)	141,485	141,485
Other receivables	(b)	114,968	114,968
	(6)	2,924	2,924
Total Financial fixed assets		259,377	259,377
Current assets			
Receivables			
Receivables from group companies		-	-
Other Current Assets			
Cash	(7)	0	0
Total current assets		0	0
Total assets		259,377	259,377
EQUITY AND LIABILITIES			
Shareholder's equity			
Issued share capital	(8)	20	21
Other reserves		97,251	102,980
Unappropriated results		4,703	(5,730)
		101,974	97,271
Non-current liabilities			
Payable to group company	(9)	146,287	150,990
Current liabilities			
Payable to group company	(10)	11,116	11,116
Total liabilities		157,403	162,106
Total equity and liabilities		259,377	259,377

Bharti Airtel Congo Holdings B.V.
Income Statement

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

	Notes	For the year ended	
		31 March, 2022	31 March, 2021
Income			
Other income	(13)	-	20
Total operating income		-	20
Expense			
Other expenses	(14)	0	-
Total operating expenses		0	-
Result from operations		(0)	20
Foreign currency exchange differences loss/(gain)	(15)	(4,703)	5,750
Result before taxation		4,703	(5,730)
Taxation		-	-
Net result for the year		4,703	(5,730)

Bharti Airtel Congo Holdings B.V.

Notes to the Financial Statements

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

1. Corporate information

1.1 Activities

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

1.2 Group structure

The Company forms part of the Airtel Africa Group of companies. Immediate parent company is Bharti Airtel Africa B.V. The step-up parent companies are:

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

1.3 List of participating interests

The Company has the following capital interests:

Name, statutory registered office	Share in issued capital	
	31 March 2022	31 March 2021
Airtel Congo S.A. Brazzaville, Republic of Congo	% 89	% 89

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

2.1 Basis of preparation

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

2.2 Consolidation

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

2.3 Financial instruments

Financial assets and financial liabilities are recognized on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial instruments can be both primary financial instruments, such as receivables and payables, and financial derivatives.

The Company does not use derivatives.

2.4 Translation of foreign currency

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

Bharti Airtel Congo Holdings B.V. **Notes to the Financial Statements**

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

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

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the Balance Sheet date. Foreign exchange differences on subsequent re-statement/settlement are recognised in the Profit and Loss Account. Share capital, which is denominated in Euro, is translated at the exchange rate prevailing at the Balance Sheet date; foreign exchange differences are taken to the other reserves within shareholder's equity.

2.5 Impairment

At each Balance Sheet date, the Company tests whether there are any indications of assets being subject to impairment. If any such indications exist, the recoverable amount of the asset is determined. If this proves to be impossible, the recoverable amount of the cash generating unit to which the asset belongs is identified. An asset is subject to impairment if its carrying amount exceeds its recoverable amount; the recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

2.6 Financial fixed assets

Due to the international structure of the group and the use of the consolidation exemption of Article 408, Book 2 of the Netherlands Civil Code, participating interests in group companies are carried at cost less any impairment.

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

2.7 Current assets

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

2.8 Cash and cash equivalents

Cash includes cash at bank.

2.9 Non-current liabilities

Borrowings are valued at amortised cost. Payables to group companies are included in non-current liabilities, except for maturities less than 12 months after balance sheet date which are included in the current liabilities.

2.10 Current liabilities

Liabilities are valued at nominal value, unless determined differently.

2.11 Other expense

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

2.12 Income

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

Bharti Airtel Congo Holdings B.V.
Notes to the Financial Statements

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

2.13 Taxes

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

3. Estimates

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

4. Staff members

During the Year 2021/2022 the Company had no employees, and hence incurred no salaries or related social security charges (2020/2021: NIL).

Bharti Airtel Congo Holdings B.V.
Notes to the Financial Statements

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

5. Financial fixed assets

	As of	
	31 March 2022	31 March 2021
(a) Participation in group company	141,485	141,485
(b) Receivable from group company	114,968	114,968
	<u>256,453</u>	<u>256,453</u>

(a) Participation in group company

Airtel Congo S.A. at Brazzaville, Republic of Congo

	As of	
	31 March 2022	31 March 2021
	141,485	141,485
	<u>141,485</u>	<u>141,485</u>

(b) Receivable from group company

Loan receivable from Airtel Congo S.A.

	As of	
	31 March 2022	31 March 2021
	114,968	114,968
	<u>114,968</u>	<u>114,968</u>

The loan is unsecured, bears interest at the rate of 0% per annum.

6. Other receivables

	As of	
	31 March 2022	31 March 2021
Withholding tax	2,924	2,924
	<u>2,924</u>	<u>2,924</u>

Current assets

7. Cash and cash equivalents

	As of	
	31 March 2022	31 March 2021
Cash at Bank	0	0
	<u>0</u>	<u>0</u>

EQUITY AND LIABILITIES

8. Shareholder's Equity

	As of	
	31 March 2022	31 March 2021
Issued and paid-up share capital		
18,152 Ordinary shares of EUR 1.00	20	21
	<u>20</u>	<u>21</u>

The authorized share capital amounts to Euro 90,760. The Company's Euro denominated share capital is translated into USD at an exchange rate of Euro 1.116 as at 31 March 2022 (31 March 2021: Euro 1.173). Translation differences are recorded in Other reserves.

Bharti Airtel Congo Holdings B.V. **Notes to the Financial Statements**

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

Unappropriated results	For the year ended	
	31 March 2022	31 March 2021
Balance as of 1 April	(5,730)	2,886
Unappropriated results	4,703	(5,730)
	(1,027)	(2,844)
Appropriation of result previous year	5,730	(2,886)
Balance as of 31 March	4,703	(5,730)

Non-current liabilities

9. Payables to group companies

	As of	
	31 March 2022	31 March 2021
Loan payable to Bharti Airtel Africa B.V., The Netherlands ¹	53,127	53,127
Amounts owed to Airtel Congo S.A. ²	93,160	97,863
	146,287	150,990

¹The 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.

²During the Year 2019/2020, the Company's subsidiary Airtel Congo S.A issued 155,961 new shares with a nominal value of XAF 520,000 each by way of a rights issue. The Company subscribed to 140,365 out of a total of 155,961 new shares. An amount of USD 93.16 Mn (XAF 54,742.3 Mn) was outstanding as payable to Airtel Congo S.A. as on 31 March 2022 in relation to this subscription. The amount owed to Airtel Congo S.A. has been revalued as per the exchange rate prevailing at the Balance Sheet date and USD 4.7 Mn exchange gain has been recorded as foreign currency exchange difference in the Profit and Loss Account in Year 2021/2022.

Current liabilities

10. Payables to group company

	As of	
	31 March 2022	31 March 2021
Amounts owed to Airtel Congo S.A	11,116	11,116
	11,116	11,116

11. Income

	For the year ended	
	31 March 2022	31 March 2021
Other income	-	20
	-	20

Bharti Airtel Congo Holdings B.V.
Notes to the Financial Statements

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

12. Other expenses

	31 March 2022	31 March 2021
Professional and legal fees	0	-
	0	-

13. Foreign currency exchange differences loss/(gain)

	For the year ended	
	31 March 2022	31 March 2021
Foreign currency exchange differences loss/(gain) ¹	(4,703)	5,750
	(4,703)	5,750

¹refer note no 9

14. 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.

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: 21 July 2022

Bharti Airtel Congo Holdings B.V.

Other Information

(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 2020/2021

The annual accounts for the Year 2020/2021 were adopted by the General Meeting held on June 30, 2021. The General Meeting has determined the appropriation of the result as it was proposed.

4. Proposed appropriation of result for the Year 2021/2022

The management board proposes to transfer the profit for the Year 2021/2022 to the Other Reserves for an amount of USD 4,703 thousands. The financial statements do not yet reflect this proposal.

5. Post Balance Sheet events

During the first quarter of FY 2022-23, the amount owed to Airtel Congo S.A. in relation to the Company's subscription to the rights issue referred to under note 9, amounting to USD 89.39Mn was set off against the loan receivable from Airtel Congo S.A. Apart from this, there is no post balance sheet event to report