

BHARTI AIRTEL MADAGASCAR HOLDINGS B.V.

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

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To the shareholders,
Bharti Airtel Madagascar Holdings 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 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 of 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
- J.K. Paul
- Bernadette Dominic (appointed on 1 September 2021)
- D. van Kootwijk (resigned w.e.f. 1 September 2021)

FINANCIAL PERFORMANCE

The shareholder's equity as on 31 March 2022 is deficit of USD 34,647 thousands (31 March 2021: deficit of USD 34,639 thousands) and the Income Statement for the Year 2021/2022 is showing a post-tax loss of USD 8 thousands (2020/2021: post-tax profit of 1,706 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 – 21 July 2022

Bharti Airtel Madagascar 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)	99,308	99,033
Other receivables	(6)	29	29
Total Financial fixed assets		99,337	99,062
Current assets			
Receivables			
Receivables from group companies	(7)	61,134	94,837
Cash	(8)	119	0
Total current assets		61,253	94,837
Total assets		160,590	193,899
EQUITY AND LIABILITIES			
Shareholder's equity			
Issued share capital	(9)	20	21
Other reserves		(34,659)	(36,366)
Unappropriated results		(8)	1,706
		(34,647)	(34,639)
Non-current liabilities			
Payable to group company	(10)	195,237	228,538
Total liabilities		195,237	228,538
Total equity and liabilities		160,590	193,899

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

	Notes	For the year ended	
		31 March, 2022	31 March, 2021
Income			
Other income	(12)	-	1,706
Total operating income		-	1,706
Expense			
Other expenses	(13)	7	-
Interest expense and similar charges	(14)	1	0
Total operating expenses		8	0
Result before taxation		(8)	1,706
Taxation		-	-
Net result for the year		(8)	1,706

Bharti Airtel Madagascar Holdings B.V.

Notes to the Financial Statements

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

1. Corporate information

1.1 Activities

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

1.2 Group structure

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

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

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

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 Madagascar S.A. Antananarivo, Madagascar	36.78	0.92
Celtel (Mauritius) Holdings Limited Ebene, Mauritius	100	51
Channel Sea Management Company (Mauritius) Limited Ebene, Mauritius	100	100
Montana International Ebene, Mauritius	60	60
Societe Malgache de Telephone Cellulaire S.A. Ebene, Mauritius	100	0

During the year under review the Company initiated a restructuring of the shareholder of its operating subsidiary in Madagascar i.e. Airtel Madagascar S.A. The process included removal of a number of intermediate holding companies based in Mauritius and transfer of their holdings to the Company. The removal process has been initiated. Approval and/or confirmation of removal from the relevant authorities is awaited.

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'.

Bharti Airtel Madagascar Holdings B.V.

Notes to the Financial Statements

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

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.

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.

Bharti Airtel Madagascar Holdings B.V.

Notes to the Financial Statements

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

2.9 Non-current liabilities

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

2.10 Current liabilities

Liabilities are valued at nominal value, unless determined differently.

2.11 Other expenses

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

2.12 Income

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

2.13 Taxes

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

3. Estimates

In applying the principles and policies for drawing up the financial statements, the directors of the company make 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 Madagascar Holdings B.V.

Notes to the Financial Statements

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

5. Financial fixed assets

	As of	
	31 March 2022	31 March 2021
Participation in group companies	99,308	99,033
	<u>99,308</u>	<u>99,033</u>

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

Name, registered office	Share in issued capital as percentage	
	31 March 2022	31 March 2021
Airtel Madagascar S.A., Madagascar	36.78%	0.92%
Celtel (Mauritius) Holdings Limited, Mauritius	100%	51%
Channel Sea Management Company (Mauritius) Limited, Mauritius	100%	100%
Montana International S.A., Mauritius	60%	60%
Societe Malgache de Telephone Cellulaire S.A., Mauritius	100%	0%

6. Other receivables

	As of	
	31 March 2022	31 March 2021
Withholding tax	29	29
	<u>29</u>	<u>29</u>

7. Receivables from group companies

	As of	
	31 March 2022	31 March 2021
Loan receivable from Celtel (Mauritius) Holdings Limited	61,134	93,131
Amount owed by Madagascar Towers S.A.	0	1,706
	<u>61,134</u>	<u>94,837</u>

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

8. Cash and cash equivalents

	As of	
	31 March 2022	31 March 2021
Cash at Bank	119	0
	<u>119</u>	<u>0</u>

9. Shareholder's Equity

Issued and paid-up share capital	As of	
	31 March 2022	31 March 2021
18,000 Ordinary shares of EUR 1.00	20	21
	<u>20</u>	<u>21</u>

The authorized share capital amounts to Euro 90,000 (31 March 2021: Euro 90,000). 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 Madagascar Holdings B.V.

Notes to the Financial Statements

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

	For the year ended	
	31 March 2022	31 March 2021
Other reserves		
Balance as of 1 April	(36,364)	(36,364)
Allocation of previous year result	1,706	(0)
	(34,658)	(36,364)
Foreign currency changes on share capital	(1)	(2)
Balance as of 31 March	(34,659)	(36,366)

	For the year ended	
	31 March 2022	31 March 2021
Unappropriated results		
Balance as of 1 April	1,706	(0)
Unappropriated results	(8)	1,706
	1,698	1,706
Appropriation of previous year result	(1,706)	0
Balance as of 31 March	(8)	1,706

10. Payable to group company

	As of	
	31 March 2022	31 March 2021
Loan payable to Bharti Airtel Africa B.V. ¹	195,114	228,528
Amount owed to Group companies	123	10
	195,237	228,538

¹The 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 must be repaid in full by 31 December 2026, unless agreed otherwise between borrower and lender in writing.

11. Assets and Commitments not shown in the Balance sheet

Contingent liabilities

Tax-group liability

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

12. Income

	For the year ended	
	31 March 2022	31 March 2021
Other income ¹	-	1,706
	-	1,706

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

Bharti Airtel Madagascar Holdings B.V.

Notes to the Financial Statements

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

13. Other Expenses

	For the year ended	
	31 March 2022	31 March 2021
Professional and Legal fees	7	-
	7	-

14. Interest expense and similar charges

	For the year ended	
	31 March 2022	31 March 2021
Bank Charges	1	0
	1	0

On behalf of the management board of the Company

sd-/
Bernadette Dominic
Managing Director

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

sd-/
J.K. Paul
Managing Director

Date: 21 July 2022

Bharti Airtel Madagascar 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 the 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 the result for the Year 2021/2022

The management board proposes to transfer the loss for the Year 2021/2022 to the Other Reserves for an amount of USD 8 thousands. The financial statements do not yet reflect this proposal.

5. Post Balance Sheet events

There is no post Balance Sheet event to report.