

AXIAN TELECOM

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024



AXIAN TELECOM

**CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

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AXIAN TELECOM**COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2024**

		Date of appointment	Date of resignation
DIRECTORS	:		
		Mr. Hassanein Shahreza Hiridjee	21-Jun-03
		Mr. Ahmud Ismael Parwiz Jugoo	30-Apr-18
		Mrs. Anja Blumert	15-Aug-20
		Mr. Afsar Azize Abdulla Ebrahim	16-Nov-20
		Mr. Michael Jimmy Wong Yuen Tien	01-Dec-21
		Mrs. Badiene Seynabou Ba	28-Nov-22
		Mr. Vivek Badrinath	18-Feb-24
			31-Dec-24
ADMINISTRATOR & SECRETARY	:	DTOS Ltd 10 th Floor Standard Chartered Tower 19 Cybercity Ebène Mauritius	
REGISTERED OFFICE	:	c/o DTOS Ltd 10 th Floor Standard Chartered Tower 19 Cybercity Ebène Mauritius	
AUDITOR	:	Deloitte 7th - 8th Floor Standard Chartered Tower 19 Cybercity Ebène Mauritius	

AXIAN TELECOM**COMMENTARY OF DIRECTORS**

The directors are pleased to present their commentary and the audited consolidated and separate financial statements of Axian Telecom (the 'Company') and its subsidiaries (together referred to as the 'Group') for the year ended 31 December 2024.

PRINCIPAL ACTIVITY

The Company operates as an investment holding company for entities operating in the telecommunications sector and also provides support services to its subsidiaries.

The Group is a leading pan-African telecommunications services provider, operating in nine markets through subsidiaries in Tanzania, Madagascar, Togo, Uganda, Democratic Republic of the Congo, Comoros and Senegal and its joint ventures in Réunion and Mayotte. The Group's activities span over a diverse range of telecommunication assets and services, including retail mobile, residential and business fixed-line telephone, broadband and fiber internet, digital services offerings, including mobile financial services ("MFS") and wholesale infrastructure (tower, data centers and fibres).

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**REVIEW OF THE BUSINESS**

The results for the year under review are shown in the consolidated and separate statements of profit or loss and the consolidated and separate statements of comprehensive income on pages 11 and 12.

Company law requires the directors to prepare consolidated and separate financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Group and the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") have been followed and complied with, subject to any material departures disclosed and explained in the consolidated and separate financial statements; and
- prepare the consolidated and separate financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The directors confirm that they have complied with the above requirements in preparing these consolidated and separate financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and the Company and to enable them to ensure that the consolidated and separate financial statements comply with the requirements of the Mauritian Companies Act 2001. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

SECRETARY'S CERTIFICATE

TO THE SHAREHOLDER OF AXIAN TELECOM

UNDER SECTION 166 (d) OF THE MAURITIUS COMPANIES ACT 2001

We certify that, based on records and information made available to us by the directors and shareholder of the Company, the Company has filed with the Registrar of Companies, for the year ended 31 December 2024, all such returns as are required of the Company under the Mauritius Companies Act 2001.



Dated 17 APRIL 2025

**DTOS LTD
SECRETARY**

Independent auditor’s report to the Shareholder of Axian Telecom

Report on the audit of the consolidated and separate financial statements

Opinion

We have audited the consolidated and separate financial statements of **Axian Telecom** (the “Company”) and its subsidiaries (the “Group”) set out on pages 11 to 185, which comprise the consolidated and separate statements of financial position as at 31 December 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the financial position of the Group and Company as at 31 December 2024, and of their consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and in compliance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Global Business Licence companies.

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 *Auditor’s Responsibilities for the Audit of the consolidated and separate Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements of the International Ethics Standards Board for Accountants’ *International Code of Ethics for Professional Accountants (including International Independence Standards)* (the “IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were discussed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of goodwill at Group</p> <p>The Group has goodwill amounting to USD 251.02 million as of 31 December 2024.</p> <p>Significant judgement is required by management in assessing impairment of goodwill, if any, which is determined using discounted cash flows for each cash generating units (CGUs) to which the goodwill has been allocated.</p> <p>Management has disclosed the accounting judgement and estimate used in the above in note 33 to the consolidated and separate financial statements.</p> <p>The assessment of the recoverable amount of each cash generating unit requires the use of several key assumptions and significant judgements, including the estimated future cash flows, terminal growth rates, profitability levels and discount rates applied.</p> <p>Accordingly, impairment of goodwill is considered to be a key audit matter.</p>	<p>In evaluating the impairment assessment of goodwill, we reviewed the value in use calculations prepared by management and performed the following procedures with the support of our internal valuation specialists:</p> <ul style="list-style-type: none"> • Reviewed the entity’s key controls relating to the preparation of the cash flow forecasts. • Reviewed the inputs used in the cash flow forecast against historical performance and in comparison, to the management’s strategic plans. • Compared the economic growth rates used to historical data in the Cash Generating Units and market expected loss from growth rates. • Reviewed appropriateness of discount factors used, including any illiquidity and size factors. • Verified the mathematical accuracy of the valuation. • Performed sensitivity analyses on the growth rates and discount rates to evaluate the extent of impact on the value in use of each CGU in line with the requirements of IAS 36 – Impairment of Assets. • Assessed whether the disclosures made in the financial statements are as per the requirements of IFRS Accounting Standards as issued by the IASB.

Independent auditor’s report to the Shareholder of Axian Telecom (Continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of investments in subsidiaries, interests in joint ventures and associates	
<p>The Company holds investments in subsidiaries which amounted to USD 233.60 million as of 31 December 2024 and the Group holds interests in joint ventures and associates which amounted to USD 40.06 million as of 31 December 2024 as disclosed in note 10 and note 11 respectively.</p> <p>Management determines at the end of each reporting period the existence of any indication of impairment of the Company’s investments in subsidiaries and interests in joint ventures and associates. If there are indicators of impairment, management would assess the recoverable amounts, which is the higher of the respective investment’s fair value less cost to sell and value in use. Any shortfall between the recoverable amounts and their carrying values is recognized in profit or loss.</p> <p>The assessment of indicators of impairment and the determination of the recoverable amounts of the investments in subsidiaries and interests in joint ventures and associates require judgement.</p> <p>The determination of the recoverable amounts, using a discounted cash flow model, requires the use of key assumptions and estimates such as the estimated future cash flows, discount rates, profitability levels and terminal growth rate.</p> <p>Accordingly, the impairment assessment of investments in subsidiaries and interests in joint ventures and associates, is considered to be a key audit matter due to the significance of the balance to the financial statements as a whole, combined with the judgement associated with determining the recoverable amounts.</p>	<p>We considered whether there were internal and external indicators of impairment for investments in subsidiaries and interests in joint ventures and associates as at 31 December 2024.</p> <p>For those investments in subsidiaries and interests in joint ventures and associates whereby indicators of impairment were identified, we obtained management’s assessment and computation of the recoverable amounts, which were based on a discounted cash flow model.</p> <p>We performed the following procedures with the support of our internal valuation specialists:</p> <ul style="list-style-type: none"> • Obtained an understanding of the process and controls in place in the impairment assessment of the investments in subsidiaries and interests in joint ventures and associates relating to the preparation and approval of cash flow forecasts (“DCF”). • Reviewed and validated the key assumptions such as WACC or other key inputs. • Verified the mathematical accuracy of the cash flow models used and checked for internal inconsistency of the models. • Assessed management’s ability to prepare forecasts by comparing historical forecasts prepared by management against actual realised results. • Assessed the reasonableness of the significant inputs and assumptions used in the cash flow forecasts such as growth rates and discount rates; • Challenged the key judgements made by management with reference to historical trends, our own expectations based on our own industry knowledge and management’s strategic plans. and • Reviewed the disclosures about significant estimates and critical judgements made by management in the financial statements in respect of valuation of investment in subsidiaries to ensure that the disclosures are in accordance with IFRS Accounting Standards as issued by the IASB.

Revenue recognition and related IT systems

<p>The Group’s Revenue for the year ended 31 December 2024 amounts to USD 1,406,915,647, making it a significant class of transaction in these financial statements. The main revenue streams involve a wide range of low-value transactions, requiring large volumes of data processing.</p> <p>Complex IT systems are used to process these large volumes of data through a number of different systems and involves a combination of different products, prices and price changes.</p> <p>Due to the complexities and judgement required in the revenue recognition process and the degree of complexity of IT systems and processes used, we have considered this matter as a key audit matter.</p>	<p>We performed the following procedures which consist of a combination of test of controls and substantive testing:</p> <ul style="list-style-type: none"> • Obtained an understanding of the significant revenue processes including performance of an end-to-end walkthrough of the revenue process and identified the relevant controls (including Information Technology (“IT”) systems, interfaces and reports related to billing and revenue process); and • Evaluated the design and tested the implementation and testing the operating effectiveness of the relevant controls;
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Independent auditor’s report to the Shareholder of Axian Telecom (Continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Revenue recognition and related IT systems (continued)	<ul style="list-style-type: none"> • Involved our internal IT specialists to test IT general controls, system interfaces, data/information reporting and application specific controls surrounding relevant revenue systems; • Reviewed key reconciliations performed by the Revenue Assurance team; • Performed data analysis and substantive analytical procedures of significant revenue streams; • Performed specific procedures to test the accuracy and completeness of revenue. • Performed procedures to determine if the revenue recognition criteria adopted for all major revenue streams is appropriate and in accordance with IFRS Accounting Standards as issued by the IASB; and • Assessed the disclosures made in the consolidated financial statements are as per the requirements of IFRS Accounting Standards as issued by the IASB.

Other matter

The consolidated and separate financial statements of Axian Telecom for the year ended 31 December 2023, were audited by another auditor who expressed an unmodified opinion thereon on 22 April 2024.

Other information

The directors are responsible for the other information. The other information comprises of Commentary of Directors and the Secretary’s Certificate but does not include the consolidated and separate financial statements and our auditor’s report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, 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 directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the IASB and in compliance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Global Business Licence companies and they are also responsible for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group’s and 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 Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for overseeing the Group’s and the Company’s financial reporting process.

Independent auditor's report to the Shareholder of Axian Telecom (Continued)

Auditor's responsibilities for the audit of the consolidated and separate financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate 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 Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 related to events or conditions that may cast significant doubt on the Group's and 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 consolidated and separate 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 Group and/or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe those matters in our auditor's report unless laws or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Independent auditor's report to the Shareholder of
Axian Telecom (Continued)**

Report on other legal and regulatory requirements

Mauritius Companies Act 2001

In accordance with the requirements of the Mauritius Companies Act 2001, we report as follows:

- we have no relationship with, or interest in, the Company and its subsidiaries other than in our capacity as auditor and tax advisors;
- we have obtained all information and explanations that we have required;
- in our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

Use of this report

This report is made solely to the Company's shareholder, as a body, in accordance with section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholder those matters we are required to state to the shareholder in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholder as a body, for our audit work, for this report, or for the opinions we have formed.



Deloitte

Chartered Accountants

17 April 2025



Oumehra Peeraully, FCCA

Licensed by FRC

AXIAN TELECOM

**CONSOLIDATED AND SEPARATE STATEMENTS OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Revenue (Note 29)	1,406,915,647	1,089,353,116	40,292,818	35,867,617
Other income (Note 30)	16,834,214	22,556,614	35,153,263	42,824,512
Cost of devices and equipment (Note 5)	(42,618,032)	(29,717,416)	-	-
Cost of interconnection and roaming (Note 5)	(42,360,427)	(31,496,332)	-	-
Government and regulatory costs (Note 5)	(85,300,328)	(66,142,813)	-	-
Advertising and distribution costs (Note 5)	(27,068,879)	(17,546,525)	(21,200)	-
Commissions to sales agents (Note 5)	(190,573,232)	(156,711,125)	-	-
(Impairment losses)/Reversal of impairment losses on financial assets (Note 5)	(18,777,619)	(9,482,535)	170,000	(170,000)
Technology operation costs (Note 5)	(113,549,012)	(96,690,866)	(104,030)	(286,092)
Staff costs (Note 5)	(160,097,971)	(111,975,294)	(12,479,718)	(6,120,776)
Other operating expenses (Note 5)	(100,446,570)	(74,529,985)	(5,978,640)	(4,383,707)
Derecognition of financial assets (Note 5)	(1,253,982)	(2,645,900)	-	-
Professional fees (Note 5)	(30,832,094)	(26,974,694)	(23,065,834)	(27,188,196)
Depreciation and amortisation (Note 5)	(294,024,538)	(250,485,536)	-	-
Impairment of non-financial assets (Note 5)	(2,853,863)	(5,163,753)	-	-
Net fair value gains on financial assets at fair value through profit or loss (Note 5)	1,639,752	615,076	-	-
OPERATING PROFIT	315,633,066	232,962,032	33,966,659	40,543,358
Finance income (Note 6)	44,484,289	52,060,083	59,343,346	53,476,196
Finance costs (Note 6)	(205,165,904)	(208,326,273)	(68,717,259)	(55,733,731)
Finance costs – Net (Note 6)	(160,681,615)	(156,266,190)	(9,373,913)	(2,257,535)
Non-operating income (Note 38)	21,689,216	6,498,394	-	-
Non-operating expenses (Note 38)	(178,798)	(16,746,316)	-	(34,329)
Share of profit in associates and joint ventures, net of tax (Note 11)	21,284,475	20,371,643	-	-
PROFIT BEFORE INCOME TAX	197,746,344	86,819,563	24,592,746	38,251,494
Tax expense (Note 7(a))	(83,420,975)	(32,264,031)	(4,700,141)	(2,711,147)
PROFIT FOR THE YEAR	114,325,369	54,555,532	19,892,605	35,540,347
Profit for the year attributable to:				
- Owners of the Company	92,598,973	39,151,183	19,892,605	35,540,347
- Non - controlling interest	21,726,396	15,404,349	-	-
	114,325,369	54,555,532	19,892,605	35,540,347

The notes on pages 19 to 185 form an integral part of these consolidated and separate financial statements. Independent auditor's report on pages 6 to 10.

AXIAN TELECOM

**CONSOLIDATED AND SEPARATE STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
PROFIT FOR THE YEAR	114,325,369	54,555,532	19,892,605	35,540,347
OTHER COMPREHENSIVE INCOME				
<i>Items that may be re-classified to profit or loss</i>				
Exchange differences on translation of foreign subsidiaries	(13,676,293)	17,241,460	-	-
Exchange differences on translation of foreign joint ventures and associates (Note 11)	(3,404,237)	1,426,283	-	-
	(17,080,530)	18,667,743	-	-
<i>Items that will not be re-classified to profit or loss</i>				
Net (loss)/gain on equity instruments designated at fair value through OCI (Note 42)	(604,518)	270,045	-	-
Remeasurement of retirement benefit obligations (Note 35(ii))	263,275	(16,089)	3,685	(866)
Deferred tax on remeasurement of retirement benefit obligations	(4,597)	2,285	(552)	130
	(345,840)	256,241	3,133	(736)
TOTAL OTHER COMPREHENSIVE INCOME	(17,426,370)	18,923,984	3,133	(736)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	96,898,999	73,479,516	19,895,738	35,539,611
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO:				
- Owners of the Company	82,704,760	56,047,275	19,895,738	35,539,611
- Non - controlling interest	14,194,239	17,432,241	-	-
	96,898,999	73,479,516	19,895,738	35,539,611

The notes on pages 19 to 185 form an integral part of these consolidated and separate financial statements. Independent auditor's report on pages 6 to 10.

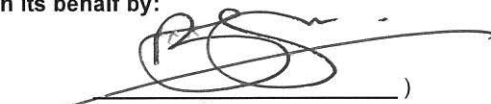
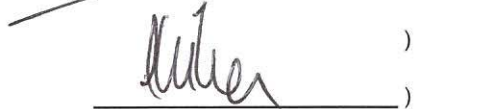
AXIAN TELECOM

**CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024**

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
ASSETS				
Non-current assets				
Property, plant and equipment (Note 8)	1,135,016,452	967,943,066	-	-
Right-of-use assets (Note 25 (i))	615,815,368	642,375,938	-	-
Intangible assets (Note 9)	296,989,105	287,289,719	-	-
Goodwill (Note 33)	251,016,347	249,468,397	-	-
Deferred tax assets (Note 7(b)(i))	44,129,937	51,934,575	135	687
Investments in subsidiaries (Note 10)	-	-	233,602,428	215,490,814
Investment in joint ventures and associates (Note 11)	40,061,127	73,213,174	-	3,718,867
Financial assets at fair value through other comprehensive income ("FVTOCI") (Note 42)	17,582,430	17,490,668	-	-
Financial assets at fair value through profit or loss (Note 31)	13,690,293	11,004,179	-	-
Loans receivable (Note 14)	12,654,434	11,713,729	338,908,104	377,962,210
Trade and other receivables (Note 12)	11,291,529	29,805,761	-	-
Deposits receivable (Note 36)	4,246,173	4,258,973	-	-
Treasury bonds (Note 32)	1,016,623	1,402,023	-	-
Derivative financial instruments (Note 40)	3,200,000	1,000,000	3,200,000	1,000,000
	2,446,709,818	2,348,900,202	575,710,667	598,172,578
Current assets				
Inventories (Note 13)	22,738,802	27,517,337	-	-
Loans receivable (Note 14)	35,920,063	20,493,983	219,238,653	117,824,390
Deposits receivable (Note 36)	163,757	201,753	-	-
Trade and other receivables (Note 12)	303,141,418	270,691,572	62,921,331	65,188,881
Dividend receivable (Note 41)	-	-	6,940,000	26,951,922
Current tax asset (Note 7(d))	9,702,119	13,619,187	2,787,255	2,787,255
Cash at bank (Note 15)	166,234,317	181,846,003	21,520,867	17,307,668
Restricted cash (Note 16)	405,658,457	325,070,229	-	-
	943,558,933	839,440,064	313,408,106	230,060,116
Total assets	3,390,268,751	3,188,340,266	889,118,773	828,232,694

Authorised for issue by the Board of Directors on 17 APRIL 2025

Signed on its behalf by:


 _____)

 _____)

DIRECTORS

The notes on pages 19 to 185 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 6 to 10.

AXIAN TELECOM

**CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024 (CONTINUED)**

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
EQUITY AND LIABILITIES				
Equity and reserves				
Stated capital (Note 17)	1,372,564	1,372,564	1,372,564	1,372,564
Reorganisation reserves (Note 18)	76,230,230	76,538,841	-	-
Other reserves (Note 18)	12,102,716	(18,861,385)	2,209	(924)
Legal reserves (Note 18)	8,946,918	6,503,426	-	-
Translation reserves (Note 18)	(10,272,321)	(4,340,978)	-	-
Retained earnings	80,286,379	153,593,943	32,755,478	141,072,309
Equity attributable to owners of the Company	168,666,486	214,806,411	34,130,251	142,443,949
Non-controlling interests (Note 19)	83,154,340	90,525,447	-	-
Total equity	251,820,826	305,331,858	34,130,251	142,443,949
LIABILITIES				
Non-current liabilities				
Borrowings (Note 20)	832,703,907	731,498,441	671,240,521	610,646,963
Trade and other payables (Note 21)	64,283,184	73,523,171	-	-
Government grants (Note 22)	24,468,067	9,180,531	-	-
Provisions (Note 23)	47,910,815	45,623,573	-	-
Lease liabilities (Note 25 (i))	769,808,236	774,517,716	-	-
Deposits payable (Note 34)	7,588,423	7,918,759	-	-
Deferred tax liabilities (Note 7(b)(ii))	16,753,516	21,969,859	-	-
Retirement benefit obligations (Note 35)	6,643,253	6,644,439	1,661	4,579
	1,770,159,401	1,670,876,489	671,242,182	610,651,542
Current liabilities				
Trade and other payables (Note 21)	1,089,383,189	948,743,291	74,723,690	31,320,479
Deposits from customers (Note 39)	4,535,935	3,142,045	-	-
Borrowings (Note 20)	83,966,419	129,971,689	53,022,650	43,816,560
Provisions (Note 23)	13,336,931	13,171,671	-	-
Deposit payable (Note 34)	7,278	-	-	-
Lease liabilities (Note 25 (i))	44,371,810	36,386,565	-	-
Bank overdraft (Note 15)	55,753,296	54,021,078	-	164
Current tax liabilities (Note 7(d))	19,307,870	8,981,915	-	-
Dividend payable (Note 37)	56,359,239	5,783,890	56,000,000	-
Government grants (Note 22)	1,266,557	11,565,553	-	-
Derivative financial instruments (Note 40)	-	364,222	-	-
	1,368,288,524	1,212,131,919	183,746,340	75,137,203
Total liabilities	3,138,447,925	2,883,008,408	854,988,522	685,788,745
Total equity and liabilities	3,390,268,751	3,188,340,266	889,118,773	828,232,694

17 APRIL 2025

Authorised for issue by the Board of Directors on

Signed on its behalf by:



DIRECTORS

The notes on pages 19 to 185 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 6 to 10.

AXIAN TELECOM

**CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024**

Group	Equity attributable to equity holders of the Company						Total equity attributable to owners of the Company USD	Non-controlling interest USD	Total equity USD
	Stated capital USD	Re-organisation reserves USD	Other reserves USD	Legal reserves USD	Translation reserves USD	Retained Earnings USD			
At 01 January 2023	1,372,564	76,511,569	(36,397,142)	3,025,353	(20,507,236)	137,416,590	161,421,698	98,947,434	260,369,132
Comprehensive income:									
Profit for the year	-	-	-	-	-	39,151,183	39,151,183	15,404,349	54,555,532
Other comprehensive income for the year, net of tax	-	-	225,591	-	16,166,258	504,243	16,896,092	2,027,892	18,923,984
Total comprehensive income for the year	-	-	225,591	-	16,166,258	39,655,426	56,047,275	17,432,241	73,479,516
Acquisition through business combination (Note 26)	-	-	-	-	-	-	-	(1,404,853)	(1,404,853)
Shares issued to non-controlling interest	-	-	-	-	-	-	-	390,940	390,940
Purchase of minority interest[1]	-	-	17,310,166	-	-	-	17,310,166	(10,107,765)	7,202,401
Dividend (Note 37)	-	-	-	-	-	(20,000,000)	(20,000,000)	-	(20,000,000)
Dividend paid to non-controlling interest (Note 37)	-	-	-	-	-	-	-	(14,732,550)	(14,732,550)
Transfer to legal reserves	-	-	-	3,478,073	-	(3,478,073)	-	-	-
Disposal of subsidiary (Note 46)	-	27,272	-	-	-	-	27,272	-	27,272
At 31 December 2023	<u>1,372,564</u>	<u>76,538,841</u>	<u>(18,861,385)</u>	<u>6,503,426</u>	<u>(4,340,978)</u>	<u>153,593,943</u>	<u>214,806,411</u>	<u>90,525,447</u>	<u>305,331,858</u>

[1] On 20 July 2023, the Group has acquired the non-controlling interest's 20% shareholding in Agou Holding SASU. The transaction resulted in the extinguishment of USD 9.8 million of loans owing to the non-controlling interest, the extinguishment of USD 32.4 million of put option liabilities, and the extinguishment of USD 2.7 million of call option assets. The difference between the aggregate consideration of USD 32.2 million, and the net liability position settled of USD 39.4 million, was recognized as a credit movement in equity, in other reserves. This credit movement amounts to USD 7.2 million. The transaction has also resulted in the reclassification of USD 10.1 million of non-controlling interest within equity, with this amount being reclassified to other reserves. Refer to Note 18(c).

The notes on pages 19 to 185 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 6 to 10.

AXIAN TELECOM

**CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024**

Group	Equity attributable to equity holders of the Company						Total equity attributable to owners of the Company USD	Non-controlling interest USD	Total equity USD
	Stated capital USD	Re-organisation reserves USD	Other reserves USD	Legal reserves USD	Translation reserves USD	Retained Earnings USD			
At 01 January 2024	1,372,564	76,538,841	(18,861,385)	6,503,426	(4,340,978)	153,593,943	214,806,411	90,525,447	305,331,858
Comprehensive income:									
Profit for the year	-	-	-	-	-	92,598,973	92,598,973	21,726,396	114,325,369
Other comprehensive income for the year, net of tax	-	-	(345,840)	-	(9,548,373)	-	(9,894,213)	(7,532,157)	(17,426,370)
Total comprehensive income for the year	-	-	(345,840)	-	(9,548,373)	92,598,973	82,704,760	14,194,239	96,898,999
Shares issued to non-controlling interest	-	-	-	-	-	-	-	373,912	373,912
Dividend (Note 37)	-	-	-	-	-	(128,209,715)	(128,209,715)	-	(128,209,715)
Dividend paid to non-controlling interest (Note 37)	-	-	-	-	-	-	-	(21,939,258)	(21,939,258)
Transfer between reserves	-	-	31,309,941	2,443,755	-	(33,753,696)	-	-	-
Disposal of shares in subsidiaries and associates (Note 46)	-	(308,611)	-	(263)	3,617,030	(3,943,126)	(634,970)	-	(634,970)
At 31 December 2024	<u>1,372,564</u>	<u>76,230,230</u>	<u>12,102,716</u>	<u>8,946,918</u>	<u>(10,272,321)</u>	<u>80,286,379</u>	<u>168,666,486</u>	<u>83,154,340</u>	<u>251,820,826</u>

The notes on pages 19 to 185 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 6 to 10.

AXIAN TELECOM

**CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024**

Company	Stated capital USD	Other reserves USD	Retained earnings USD	Total Equity USD
At 01 January 2023	1,372,564	(188)	125,531,962	126,904,338
Comprehensive income:				
Profit for the year	-	-	35,540,347	35,540,347
Other comprehensive income for the year, net of tax	-	(736)	-	(736)
Total comprehensive income for the year	-	(736)	35,540,347	35,539,611
Dividend (Note 37)	-	-	(20,000,000)	(20,000,000)
At 31 December 2023	1,372,564	(924)	141,072,309	142,443,949
Comprehensive income:				
Profit for the year	-	-	19,892,605	19,892,605
Other comprehensive income for the year, net of tax	-	3,133	-	3,133
Total comprehensive income for the year	-	3,133	19,892,605	19,895,738
Dividend (Note 37)	-	-	(128,209,436)	(128,209,436)
At 31 December 2024	1,372,564	2,209	32,755,478	34,130,251

The notes on pages 19 to 185 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 6 to 10.

AXIAN TELECOM

**CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Cash flows from operating activities				
Cash generated from/(absorbed in) operations (Note 28)	590,124,608	487,720,238	6,660,654	(20,479,907)
Interest paid on lease liabilities (Note 25(i))	(92,069,683)	(67,416,905)	-	-
Interest paid	(56,436,592)	(46,484,325)	(37,055,018)	(31,042,205)
Interest received	13,147,421	12,144,886	21,005,626	22,499,488
Taxation paid (Note 7(d))	(55,528,065)	(43,965,046)	-	(3,309,138)
Net cash generated from/(used in) operating activities	399,237,689	341,998,848	(9,388,738)	(32,331,762)
Cash flows from investing activities				
Proceeds from sale of property, plant and equipment	1,064,450	177,827	-	-
Proceeds from sale of intangible assets	77,607	6,758	-	-
Purchase of property, plant and equipment (Note 8)	(320,999,706)	(309,711,385)	-	-
Purchase of intangible assets (Note 9)	(46,469,155)	(43,545,419)	-	-
Net cash outflows on acquisition of subsidiaries (Note 26)	(2,554,051)	(47,659,964)	(10,577,258)	(75,381,392)
Net cash outflows on disposal of subsidiaries (Note 46)	(892,971)	(86,621)	-	-
Dividend received (Note 41)	107,396	125,520	54,917,320	45,975,460
Treasury bonds matured (Note 32)	312,057	456,117	-	-
Purchase of financial assets at fair value through profit or loss	(1,262,360)	(1,250,684)	-	-
Proceeds from disposal of financial assets at fair value through profit or loss	227,808	824,059	-	-
Dividend received from joint ventures and associates (Note 11)	16,502,683	12,945,792	-	-
Loan granted to related parties (Notes 24(a) and (b))	(227,989)	(10,000)	(110,684,231)	(111,861,621)
Loan repayments made by related parties (Notes 24(a) and (b))	70,502	196,782	65,046,352	42,622,756
Additional deposits (Note 36)	(334,391)	(745,578)	-	-
Deposits refunded (Note 36)	9,861	820,369	-	-
Net movement in deposits payable (Note 34)	116,824	99,031	-	-
Grants received (Note 22)	10,753,321	15,955,444	-	-
Purchase of minority interest (Note 10)	-	(22,459,407)	-	-
Net cash used in investing activities	(343,498,114)	(393,861,359)	(1,297,817)	(98,644,797)
Cash flows from financing activities				
Premium on settlement of swap derivative liability	(956,029)	(1,308,395)	-	-
Proceeds from borrowings (Note 28)	176,404,098	164,555,230	84,819,295	81,604,608
Repayment of borrowings (Note 28)	(128,643,443)	(84,273,556)	(21,552,637)	(8,496,313)
Payment of transaction costs on borrowings	(6,070,872)	(6,932,386)	(3,928,697)	-
Repayment of principal component of lease liabilities, net of lease incentives received	(36,965,560)	(39,285,872)	-	-
Dividend paid (Note 37)	(73,490,352)	(50,883,772)	(44,000,000)	(41,785,341)
Shares issued to non-controlling interest	373,912	390,940	-	-
Net cash (used in)/generated from financing activities	(69,348,246)	(17,737,811)	15,337,961	31,322,954
Net (decrease)/increase in cash and cash equivalents	(13,608,671)	(69,600,322)	4,651,406	(99,653,605)
Effect of exchange rate on cash and cash equivalents	(3,735,233)	(1,436,381)	(438,043)	287,159
Cash and cash equivalents at beginning of year	127,824,925	198,861,628	17,307,504	116,673,950
Cash and cash equivalents at end of year (Note 15)	110,481,021	127,824,925	21,520,867	17,307,504

The notes on pages 19 to 185 form an integral part of these consolidated and separate financial statements.
Independent auditor's report on pages 6 to 10.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****1 GENERAL INFORMATION**

Axian Telecom (the "Company") was incorporated as a private limited company on 20 June 2003 and is domiciled in Mauritius. The Company holds a Global Business Licence under the Financial Services Act 2007 and is regulated by the Financial Services Commission. The Company's registered office is 10th Floor, Standard Chartered Tower, 19 Cybercity, Ebène, Mauritius. The Company's place of business is 8th Floor, Tower A, One Exchange Square, Wall Street, Ebène, Mauritius.

The principal activity of the Company is to engage in investment holding activities primarily in entities operating in the telecommunications sector and related sectors. The Company also provides support services to its subsidiaries in African countries.

2 ACCOUNTING POLICIES

The accounting policies applied in the preparation of these consolidated and separate financial statements (collectively referred to as the "financial statements") are set out below. These policies apply to the Group and the Company and have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements are prepared under the historical cost convention, except for financial instruments measured at fair value. The financial statements are presented in United States Dollars (USD) and have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"), and in compliance with the requirements of the Mauritius Companies Act 2001.

Going concern

In accordance with the requirements of IAS 1 - Presentation of Financial Statements, the financial statements have been prepared on the going concern basis which assumes that the Group and the Company will continue in operational existence for the foreseeable future.

At 31 December 2024, the Group was in a net current liability position of **USD 424.7 million** (2023: USD 372.7 million). The directors have made an assessment of the Group's ability to continue as a going concern, and they consider that there is sufficient liquidity to enable it to continue as a going concern for at least the next 12 months, taking into account the following factors:

- Based on management assessment, the forecast cash generated from operations in the 12 months after the signing of these financial statements will be sufficient to meet the liquidity requirements for that period.
- The Group's operations are cash generative and the nature of mobile services revenue (which makes up the majority of the Group's revenue) in the markets where the Group operates, is such that customers will generally prepay for their services through prepaid airtime and data bundles. The Group thus inherently has more favourable credit terms with its suppliers than it does with its customers and is able to manage cash resources effectively in order to ensure sufficient liquidity. We also generate a significant portion of our revenue from commissions received on mobile money activities. These commissions are received at the time that the mobile money transactions are affected.
- Based on the group cash flow forecast, management expects increased revenue from growth in the demand for products and services from the existing customer base, expansion of the customer base (underlined by strong market fundamentals with growing telecom penetration in all of the Group's core markets), and expansion of highly synergetic business such as Mobile Financial Services ('MFS'). Strong operating cash flow generation is supported by efficient working capital with a majority of our revenues being prepaid and, a majority of our suppliers extending the Group customary payment terms of between 30 and 90 days.
- The current balance of deferred revenue of USD 57.0 million (Note 21), and the current balance of government grants of USD 1.3 million (Note 22) do not represent cash liabilities in their entirety. The Group is required to deliver services in respect of billing made in advance and grants received in advance, but the cash cost of delivering those services is significantly lower than the balance of the deferred amounts as at 31 December 2024.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****2 ACCOUNTING POLICIES (CONTINUED)***Going concern (continued)*

- Included in current liabilities is a balance of USD 56.4 million related to dividends declared but not yet paid. While these are due to be paid in the short term, in the unlikely event that the Group encounters liquidity issues, the shareholder (whose balance makes up to USD 56.0 million of the total value) will allow for the deferral of the dividend payment due.
- The Group has a revolving credit facility which provides it with USD 42.0 million of available credit, should the need arise. This revolving credit facility expires on 12 August 2026. To date, the Group has not drawn any amount on this facility.
- On 14 October 2023, the Group and the Company entered into a credit facility agreement with The Standard Bank, Rand Merchant Bank, Standard Chartered Bank, and The Mauritius Commercial Bank, to avail a term loan facility of up to USD 150.0 million. As at 31 December 2024, the Group and the Company has not drawn any amounts against this facility. A first drawdown of USD 15.0 million was made in March 2025 against this facility.
- On 3 December 2024, the Group and the Company entered into a finance contract with European Investment Bank ("EIB"), for a facility up to USD 100.0 million for the purpose of capital expenditure financing for the Tanzania and Madagascar operations. As at 31 December 2024, The Group and the Company has not drawn any amounts against this facility.
- On 16 December 2024, the Group signed a facility agreement with Stanbic Bank Uganda comprised of an initial commitment and an additional commitment. The initial commitment is comprised of a UGX tranche equivalent to USD 6.0 million, and a USD 4.0 million tranche. The additional commitment is comprised of a UGX tranche equivalent to USD 20.0 million. At 31 December 2024, the Group had not drawn down any amounts against this facility. Aggregate disbursements of USD 9.0 million were made against the initial commitment during the first quarter of 2025, comprised of USD 3.6 million against the USD tranche and UGX 19.8 billion, equivalent of USD 5.4 million against the UGX tranche.
- Taking account the net current liability position of USD 424.7 million as at 31 December 2024, and adjusting for the aggregate balance of deferred revenues, government grants and dividend payable to the shareholder (USD 114.3 million), and the aggregate value of available facilities (USD 322.0 million), the Group has an available net current asset position of USD 11.6 million.
- The above assessment assumes no inflows from cash generated from operations before working capital changes during 2025, which in the opinion of management, is a conservative assumption.
- Thus, having assessed existing cash reserves, the availability of undrawn facilities, forecast cash generation and the ongoing operational requirements and planned capital expenditure payments, management believes that the going concern assumption remains appropriate in the context of current commitments and available liquidity.

Accordingly, the financial statements have been prepared on the going concern basis which assumes that the Group and the Company will continue in operational existence for the foreseeable future.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December. The Company controls and thus consolidates an entity when it has power over the investee, is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to use its power to affect those returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it considers it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that the decisions need to be made, including voting patterns at previous shareholders' meetings.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****2 ACCOUNTING POLICIES (CONTINUED)***Basis of consolidation (continued)*

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by the Group. All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated on consolidation.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 Financial Instruments or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

Investments in subsidiaries

Subsidiaries are all entities over which the Company has control, either directly or indirectly.

In the Company's separate financial statements, investments in subsidiaries are carried at cost less impairment. Any impairment in value is recognised by reducing the cost to the recognised value and charging the difference to profit and loss.

On disposal of an investment, the difference between the net disposal of proceeds and the carrying amount is charged or credited to profit or loss.

Investments in joint ventures and associates

A joint venture is a type of arrangement whereby the parties to the arrangement exercise joint control over the operations of, and have joint rights to the net assets of, the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group accounts for its investments in joint ventures and associates in its consolidated financial statements by using the equity method. Under the equity method, the investment in a joint venture or associate is initially recognised at cost, which includes transaction costs. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture or associate after the acquisition date.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2 ACCOUNTING POLICIES (CONTINUED)

Investments in joint ventures and associates (continued)

Where an indicator of impairment exists, the carrying amount of the investment is assessed. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down to its recoverable amount. The difference between the carrying amount and the recoverable amount is recognised as an impairment expense in profit or loss, in the period in which the impairment is identified.

On disposal of an investment in an associate or joint venture, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

In the Company's separate financial statements, investment in joint ventures and associates is carried at cost less accumulated impairment.

Business combinations

Acquisition method

The acquisition of subsidiaries is accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values, (at the date of exchange), of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. Contingent consideration that is classified as an asset or liability is remeasured at subsequently reporting dates in accordance with IFRS 9 Financial Instruments, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss in accordance with IFRS 9. All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant IFRS Accounting Standards. Changes in the fair value of contingent consideration classified as equity are not recognised.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with IFRS 2 Share-based Payment; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2 ACCOUNTING POLICIES (CONTINUED)

Business combinations (continued)

Acquisition method (continued)

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date. The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year.

Business combination under common control

A business combination involving entities or businesses in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination is considered as business combination under common control.

In case of any acquisitions which meet the criteria of business combinations under common control the assets and liabilities are recorded at their previous carrying values and the difference between the purchase consideration and share of net assets transferred are accounted for in equity as part of the reorganisation reserve. Any gains or losses arising upon disposal of subsidiaries to common control are recognised in retained earnings.

Changes in accounting policies and disclosures

In the current year, the Group and the Company have applied all of the new and revised Standards and Interpretations issued by the IFRS Accounting Standards as issued by IASB and the International Financial Reporting Interpretations Committee ("IFRIC) of the IASB that are relevant to its operations and effective for accounting periods beginning on 01 January 2024.

- (i) New and revised IFRS Accounting Standards that are effective for the current year

The following relevant revised IFRS Accounting Standards have been applied in the consolidated and separate financial statements. Their application has not had any significant impact on the amounts reported for the current and prior periods but may affect the accounting treatment for future transactions or arrangements.

- IAS 1 Presentation of Financial Statements – Amendments regarding the classification of liabilities
- IAS 1 Presentation of Financial Statements – Amendments to defer the effective date of the January 2020 amendments.
- IAS 1 Presentation of Financial Statements – Amendments regarding the classification of debt with covenants
- IAS 7 Statement of Cash Flows - Amendments regarding supplier finance arrangements
- IFRS 7 Financial Instruments: Disclosures - Amendments regarding supplier finance arrangements
- IFRS 16 Leases - Amendments to clarify how a seller-lessee subsequently measures sale and leaseback transactions.

The adoption of the amendments had no impact on the financial performance and financial position of the Group and the Company.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

2 ACCOUNTING POLICIES (CONTINUED)

Changes in accounting policies and disclosures (continued)

- (ii) New and revised IFRS Accounting Standards in issue but not yet effective

At the date of authorization of these consolidated and separate financial statements, the following relevant IFRS Accounting Standards were in issue but effective on annual periods beginning on or after the respective dates as indicated:

- IFRS 7 Financial Instruments: Disclosures - Amendments regarding the classification and measurement of financial instruments (effective 1 January 2026)
- IFRS 9 Financial Instruments: - Amendments regarding the classification and measurement of financial instruments (effective 1 January 2026)
- IFRS 18 Presentation and Disclosures in Financial Statements - Original issue (effective 1 January 2027)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures - Original issue (effective 1 January 2027)

The directors anticipate that these standards and interpretations, where applicable, will be applied on their effective dates in future periods. The directors have not yet assessed the potential impact on the application of these amendments.

Foreign currency translation

(a) Functional and presentation currency

The individual financial information of the Group's subsidiaries, associates, and joint ventures are presented in the currency of the primary economic environment in which those entities operate (their functional currency). For the purpose of the consolidated financial information, the results and financial position of each entity are expressed in United State Dollars (USD) which is the functional currency of the Company and the presentation currency for the consolidated and separate financial statements.

(b) Foreign denominated transactions and balances

- In the individual accounts of the Group's entities

Transactions denominated in foreign currencies are translated into the measurement currency at the rates of exchange ruling at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Such balances are translated at year-end exchange rates.

- In the Group's consolidated financial statements

The results and financial position of all the group entities that have a functional currency different from the functional and presentation currency of the Company, are translated into the presentation currency of the Company as follows:

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (b) income and expenses for each statement of profit or loss and statement of comprehensive income are translated at an average exchange rate for the period (unless this average rate is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions);
- (c) share capital and equity movements are stated at their historical value in the statement of financial position; and
- (d) all resulting exchange differences are recognised in other comprehensive income.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Revenue recognition*

The Group applies IFRS 15 “Revenue from Contracts with Customers” in accounting for revenue.

The Group offers products and services on a standalone basis or as part of bundles. Revenue is recorded net of VAT and other taxes collected on behalf of local tax authorities.

Revenue from contracts with customers is recognised when control of the goods is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods.

The Group carries out services for clients, with revenue recognised typically on an over time basis. This is because for such services rendered, the customer simultaneously receives and consumes the economic benefit provided by the Group’s performance and the contracts would require payment to be received for the time and effort spent by the Group on progressing the contracts in the event of the customer cancelling the contract prior to completion for any reason other than the Group’s failure to perform its obligations under the contract.

When revenue recognised in respect of a customer contract exceeds amounts received or receivable from a customer at that time, a contract asset is recognised. Contract assets will typically be recognised for handsets or other equipment provided to customers where payment is recovered by the Group via future periodic billing. If amounts received or receivable from a customer exceed revenue recognised for a contract, for example if the Group receives an advance payment from a customer, a contract liability is recognised as deferred revenue. For contracts containing significant financing components, the Group reduces revenue and recognises interest income over the period between satisfying the related performance obligation and payment.

A receivable is recognised when the services are rendered, as this represents the point in time at which the right to consideration becomes unconditional, because only passage of time is required before payment is due.

The Group applies the practical expedient in IFRS 15 paragraph 63 and does not account for the impact of financing components where the period between the receipt of payment and the delivery of a good or service is of one year or less.

(i) Mobile services and fixed services

The Group offers fixed and mobile telephone services, fixed and mobile internet access services and content offers to its customers. Some contracts are for a fixed term (generally 12 or 24 months), while others may be terminated at short notice. Service revenue is recognised when the service is provided, based on usage (minutes of traffic, number of SMS or bytes of data processed) or the period for which the customer has paid and over which the Group has provided a service (e.g monthly service costs). If the performance obligations of a contract are non-distinct, the revenue relating to the aggregate services offered is recognised on a linear basis over the term of the contract.

(ii) Revenue from interconnection, roaming and Mobile Virtual Network Operator (MVNO)

Comprises of operator billing on interconnections, call termination, international or national roaming and any other form of wholesale traffic resale (MVNO) to other telecommunications service providers. For contracts with operator customers, the price, volume and terms are defined in the contracts. The operator has a commitment to pay the amount as per the contract irrespective of actual traffic consumed over the contract period. Revenue is recognised over time as the services are provided over the term of the contract.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Revenue recognition (continued)*

(iii) Customer Equipment and infrastructure

Comprises of sale of equipment such as terminals, routers, solar kits, infrastructure, and the sale of other telecom & IT equipment to other telecommunications professionals. The Group offers equipment (primarily mobile phones) either separately or bundled with service offers. When sold separately, the amount invoiced is recognised in revenue once delivery of the products has occurred (at a point in time). When equipment is bundled with service offers, the Group recognises the portion of the contract consideration allocated to the equipment as revenue on delivery. The proportion of the contract consideration allocated to service revenue is recognised over the contract period, as services are delivered to the customer.

Revenue is allocated to each component in proportion to their standalone selling prices. This is the case for bundled offers which include a subsidised mobile phone, where the standalone selling prices are calculated at the cost price plus a margin derived from market practices.

(iv) Equipment hosting, rental of sites, and energy services and datacentre business

The Group offers telecom equipment hosting and energy services. The Group purchases and constructs infrastructure (primarily towers), that will then host telecom equipment and transmission equipment, all of which the Group designates under the umbrella term. The Group leases such sites in strategic locations to telecom and audio-visual network operators with complementary energy supply, all while ensuring the proper management, maintenance and upkeep of the sites.

The revenue from equipment hosting and energy services is therefore recognised over time.

(v) Revenue from operator infrastructure services

Revenue from operator infrastructure services include income from backbone connectivity rental in any contractual form with Synchronous Transport Module (STM). The services also comprise of rental of technical sites and accommodation of data processing equipment in technical rooms.

It also comprises of sales of bandwidth on certain telecommunications cable system.

The Group has contracts with customers and revenue is recognised in the accounting period in which the service is provided, which is over time, usually over the duration of the contract with the customer.

(vi) Commission received on electronic money activities

The Group provides mobile money activities whereby customers can open a virtual wallet and deposit funds, withdraw or transfer funds, or transact with registered vendors using their wallet balance. Revenue from our mobile money activities mainly comprises of the commissions received on cash transactions, which are calculated based on the official rates decided by management. The revenues are net of value added taxes.

Revenue is recognised as and when the service is provided, which is at a point in time. Interest income on loan to clients calculated using the effective interest rate method is recognised in profit or loss as part of Commission received on electronic money activities.

(vii) Revenue received from customers for use of trademark and licences

Trademark fees are derived from the use of the trademark and intellectual property rights which are registered in Mauritius. A trademark fee is received based on the agreements between the parties. Revenue is recognised in the accounting period in which the customer is granted the right to use the trademark or intellectual property, which is over time, over the duration of the contract with customer.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

2 ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (continued)

(viii) Revenue received from digital solutions services (Other services)

Digital solutions services are derived from providing IT support services and other assistance to companies. Revenue derived from digital solutions services is categorised as service revenue. This type of revenue is recognised in the accounting period in which the service is provided, which is over time, usually over the duration of the contract with the customer.

(ix) Management fees and Technical assistance fees

The Group provides assistance to customers in the management of their business and their corporate strategy. The Group is actively involved in the operational management of those companies where it provides training and administrative assistance to its personnel. The Group has contracts with customers and revenue is recognised in the accounting period in which the service is provided, which is over time, usually over the duration of the contract with the customer.

Operating costs

Costs directly associated with generating revenues are included under operating costs. Operating costs include direct material, input, and labour costs, and other costs. The operating costs of the Group relate principally to costs of devices and equipment, cost of interconnection and roaming, telecom operator fees, satellite and optical fiber bandwidth charges, technical assistance fees, commission to sales agents, depreciation of property, plant and equipment, water and electricity charges and repairs and maintenance costs on technical sites. Operating costs are accrued in the period in which the services are provided, by reference to the stage of completion of the specific transaction as a proportion of the total services to be provided.

Property, plant and equipment

Property, plant and equipment ("PPE") is stated at historical cost less accumulated depreciation and accumulated impairment loss. Historical cost includes expenditure that is directly attributable to the acquisition of the items of property, plant and equipment.

Properties in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Depreciation of these assets, determined on the same basis as other property assets, commences when the assets are ready for their intended use.

Initial and subsequent costs associated with items of property, plant and equipment are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The Group classifies its PPE by reference to separately identifiable components which may be replaced separately or may have differing useful lives. The carrying amount of any component accounted for as a separate asset is derecognised when replaced, scrapped or disposed of. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to write off the cost or property, plant and equipment, net of their residual values, over their estimated useful lives as follows:

Land is not depreciated.

The annual rates are as follows.

Buildings & Infrastructure	10 to 20 years
Technical equipment	3 to 20 years
Materials	10 years to 20 years
Others	2 to 10 years

Others include furniture & fittings and vehicles.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

2 ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (continued)

The residual values and useful lives of property, plant and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount, with the resulting impairment recognised in profit or loss. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

Intangible assets

(a) Licences

Licences acquired are recorded at cost, net of amortisation and impairment losses. Amortisation is calculated on a straight-line basis in order to spread the cost of licenses over their estimated useful life of 4 to 20 years. The amortisation period is reviewed annually and is modified if expectations differ from previous estimates.

(b) Software

The Group purchases software as well as develops software internally. Purchased software is recognised initially at its purchase price plus any costs necessary for bringing it into a condition where it is available for use, for example installation and setup costs.

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use,
- management intends to complete the software and use or sell it,
- there is an ability to use or sell the software,
- it can be demonstrated how the software will generate probable future economic benefits,
- adequate technical, financial and other resources to complete the development and to use or sell the software is available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software development costs include employee costs and an appropriate portion of relevant overheads.

Capitalised software purchase and development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use. These costs are amortised over the estimated useful life of the software between 2 and 10 years.

Costs associated with maintaining software programmes are recognised as an expense as incurred.

(c) Indefeasible right of use (IRU)

IRUs acquired are recorded at cost, net of amortisation and impairment losses. Amortisation is calculated on a straight-line basis in order to spread the cost of the IRUs over their estimated useful lives (ranging from 5 to 20 years). The amortisation period is reviewed annually and is modified if expectations differ from previous estimates.

Where an IRU is acquired for a specified bandwidth in a fibre cable, such IRUs are recognised as intangible assets. The carrying value of intangible assets as at the end of the reporting period also consist of the Group's share of international bandwidth capacity on the Metiss ("Melting pot indianoceanic submarine system"), Eassy ("Eastern African submarine cable system") and 2Africa submarine cable systems following its participation in the relevant consortiums.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Intangible assets (continued)*

(d) Brands and customer related intangible assets

Brands and customer related intangible assets, acquired in a business combination, are recognised at fair value at the acquisition date. The right to use the Tigo and Zantel brands was acquired as part of the business combination of Honora Tanzania Public Limited Company, and the right to use the Free brand was acquired as part of the business combination of Saga Africa Holdings Limited SA. Those brands provide customer recognition and pricing power. The Zantel brand, the Tigo brand and the Free brand is amortised over 3 years. Customer related intangible assets represents customer contracts and relationships. Amortisation is calculated using the straight-line method to allocate the customer related intangible assets over their estimated useful lives of 3-22 years.

Impairment of property, plant and equipment and intangible assets (excluding goodwill)

At the end of each reporting year, the Group reviews the carrying amounts of their tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, or where the carrying value of the asset is expected to be recovered primarily through continuing use, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset or cash-generating unit ("CGU") is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. The recoverable amount is the higher of the CGU's fair value less cost to sell and its value in use.

An impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised in an entity's statement of financial position when the entity become a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. 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.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Financial instruments (continued)**Financial assets*

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, an entity may make the following irrevocable election / designation at initial recognition of a financial asset:

- the entity may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met (see (ii) below); and
- The entity may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. 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 debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated 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 debt instrument on initial recognition.

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.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Financial instruments (continued)**Financial assets (continued)*

(ii) Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the 'Other Income' line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI (see (i) to (ii) above) are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designate an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition (see (ii) above).
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

The Group have designated all investments in equity instruments that are not held for trading as at FVTOCI on initial recognition of IFRS 9. Held for trading financial assets or financial assets that do not meet the SPPI test are measured at FVTPL.

All other financial assets are measured at amortised cost.

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. Specifically:

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss;
- for financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss; and
- for equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the fair value reserve.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

2 ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Impairment of financial assets

The Group recognise a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, trade receivables and contract assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group apply the IFRS 9 simplified approach to measuring expected credit losses (ECL) which uses a lifetime expected loss allowance for all trade and other receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all investments in debt instruments and loans, the Group recognise lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measure the loss allowance for that financial instrument at an amount equal to 12-month ECL.

For all other financial instruments, the Group recognise lifetime ECL until they are derecognised due to short-term nature of the receivables and have been assessed to have credit risk other than low.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, an entity compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the entity considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- An actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations
- an actual or expected significant deterioration in the operating results of the debtor
- significant increases in credit risk on other financial instruments of the same debtor
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

2 ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Impairment of financial assets

(i) Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presume that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group have reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the entity assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- the financial instrument has a low risk of default
- the debtor has a strong capacity to meet its contractual cash flow obligations in the near term
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group consider a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

The Group regularly monitor the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

The Group consider a financial asset in default when contractual payments are past due for a period depending on the business environment in which each entity operates. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the entity is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the entity.

(iii) Write off policy

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. It is the policy of the Group to write off trade and other receivables on case-to-case basis if the Group deems that these receivables will not be collectible on the assessment of underlying facts and circumstances. These underlying facts include historical experience of the receivables, instances where the customer has been declared insolvent or bankrupt, and instances when debt settlement negotiations have been unsuccessful in achieving debt collections for long-outstanding unpaid amounts from customers.

(iv) Recognition of expected credit losses

The Group recognise an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Financial instruments (continued)**Derecognition of financial assets*

The Group derecognise a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfer nor retain substantially all the risks and rewards of ownership and continue to control the transferred asset, the Group recognise their retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retain substantially all the risks and rewards of ownership of a transferred financial asset, the Group continue to recognise the financial asset and also recognise a collateralised borrowing for the proceeds received.

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. In contrast, on derecognition of an investment in an equity instrument which the Group have elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the fair value reserve is not reclassified to profit or loss, but is transferred to retained earnings.

*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.

Equity instruments

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 Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

The Group do not have any financial liabilities that are measured at FVTPL.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost 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.

The Group measure all their financial liabilities at amortised cost.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Financial liabilities and equity (continued)**Foreign exchange gains and losses*

For 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 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.

Derecognition of financial liabilities

The Group derecognise financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instrument

The Group enter into a variety of derivative financial instruments to manage their exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, options and interest rate swaps.

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group have both a legally enforceable right and intention to offset. A derivative is presented as a non current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Embedded derivatives

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host - with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative.

Derivatives embedded in hybrid contracts with a financial asset host within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured at either amortised cost or fair value as appropriate.

Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of IFRS 9 (e.g. financial liabilities) are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

If the hybrid contract is a quoted financial liability, instead of separating the embedded derivative, the Group generally designate the whole hybrid contract at FVTPL.

An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)**Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or equity. In this case, the tax is also recognised in other comprehensive income or equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Where management identifies uncertain tax positions, it establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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 tax authorities.

Deferred income tax is recognised, using the balance sheet approach, on all temporary differences arising at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the statements of financial position. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the reporting date and which are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets on tax losses are reassessed at the end of each reporting period and are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at the end of each reporting period 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 income tax assets and deferred tax liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to the same taxable entity and taxes levied by the same taxation authority.

Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventory is determined using the weighted average method and it includes all costs incurred in bringing the inventories to their present location and condition. Cost of inventory comprises of direct purchase costs, non-recoverable import duties and taxes, and transportation costs. The net realisable value is the estimated selling price in the ordinary course of business, less applicable selling prices. The net realisable value of spare parts is determined on the basis of obsolescence; assessing whether the spare parts on hand can be utilised within our existing network or otherwise sold, or whether they should be provided for and scrapped.

Restricted cash

Restricted cash represents funds for which the use by the Group is subject to restrictions. Restricted cash primarily represents funds deposited by the Group in order to create mobile money in circulation, and which the Group cannot utilise as such money may only be used to refund mobile money customer wallet balances, net of commission and revenues earned. The value of restricted cash therefore generally approximates the value of mobile money customer deposits.

Restricted cash does not form part of cash and cash equivalent.

Stated capital

Ordinary shares are classified as equity.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Reorganisation reserves*

For business combination involving entities under common control, the difference between the purchase consideration and fair value/carrying value of assets acquired and liabilities assumed is taken to reorganisation reserve in equity. Common control occurs when a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory.

Provisions

Provisions are recognised when an entity has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Provision for dismantling costs

The costs of dismantling and rehabilitating the sites, incurred as a result of the contractual obligation incumbent on the Group due to an immediate deterioration of the environment, are subject to a provision. This provision is evaluated on a statistical basis on the basis of the number of sites concerned, an average unit cost of rehabilitating sites, and assuming the average duration of the leases, a discount rate, and inflation. When a site is dismantled, the corresponding provision is utilised against the cost of dismantling and any shortfall or excess is immediately released to profit or loss.

Provisions for dismantling are initially measured at the present value of the estimated future cost of dismantling, with a corresponding increase in the cost of the associated item of property, plant and equipment or right of use asset. Interest is accrued against the provision for dismantling using the effective interest rate method and such provisions are revised annually for changes in estimated future dismantling costs and discount rates.

Any difference between the carrying value of the dismantling obligation and its re-estimated present value is recognised as an increase or decrease in the cost of the associated item of property, plant and equipment or the right of use asset, unless such a decrease exceeds the carrying value of the item of property, plant and equipment or right of use asset; in which case such excess is immediately expensed to profit or loss.

Government grants

Government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with the attached conditions.

Government grants, whose main condition is that the Group must purchase, construct or otherwise acquire non-current assets, are included in non-current liabilities and they are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate. Where government grants do not have a minimum period for which the Group must provide services, management considers that the costs that the grants are intended to compensate are the actual costs incurred, as they are incurred. Income from such government grants is therefore recognised in profit or loss in the same period as the actual associated costs that are incurred.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

2 ACCOUNTING POLICIES (CONTINUED)

Leases

The Group applies IFRS 16 in accounting for leases and applies the requirement of IFRS 16 in identifying whether a contract contains a lease element. The Group considers whether it obtains control of an asset as part of the contract. Control exists if the Group has both of the following:

- The right to derive economic benefits from the use of the asset; and
- The right to direct the use of the asset.

Where the Group identifies a contract as a lease, it recognises a lease liability and right-of-use asset at the commencement of the lease.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has applied this practical expedient per IFRS 16 and account for all of the components of a contract as if they were a lease.. Some non-lease components cannot be accounted for as a lease because they are completely variable. These are generally referred to as "performance-based payments". These components are therefore generally expensed as they are incurred.

The Group applies the practical expedient in IFRS 16 and does not recognise lease liabilities and right-of-use assets in respect of short-term and low value leases. Short-term leases are leases with a term of less than 12 months and low values leases are those where the total payments under the lease do not exceed USD 5,000.

Payments associated with all short-term and low-value leases are recognised on a straight-line basis as an expense in profit or loss. Low-value assets comprise mainly small space and road stalls.

Lease liabilities

Lease liabilities are initially recognised at the net present value of the outstanding lease payments, over the term of the lease which are fixed and determinable at the start of the lease.

The discount rate is the interest rate implicit in the lease contract. If this cannot readily be determined, the lessee's incremental borrowing rate is used instead, which in the case of the Group ranges between 4.5% and 19.4%.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option, or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease payments that are due within 12 months from the end of the reporting period, less associated interest expense to be accrued within the same 12-month period, are classified as current liabilities. Lease payments that are due for settlement after more than 12 months from the end of the reporting period are classified as non-current liabilities.

Right-of-use of assets

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis and are assessed annually for indicators of impairment. Depreciation and impairment expenses in respect of right-of-use assets are recognised in profit or loss.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)***Dividends*

The Group and the Company recognise a liability to pay dividend when the distribution is approved by the board of directors. A corresponding amount is recognised directly in equity.

Dividend income is recognised when the shareholder's right to receive payment is established.

Impairment of goodwill

Goodwill is not subject to amortisation and is tested annually for impairment. For the purposes of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the synergies of the combination.

The cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently if there is an indication that the unit may have suffered an impairment loss. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is first recorded as a reduction of the carrying amount of any goodwill allocated to the unit and is subsequently charged to other assets of the unit in proportion to the book value of each of the assets included in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period, even if the recoverable amount of the unit exceeds the carrying value in a future period.

Retirement benefit obligations

The Group operates an unfunded defined benefit plan in Togo and Senegal and a defined contribution scheme in Mauritius.

Defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of retirement benefit obligations is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by an actuary using the projected unit credit method.

In Mauritius, the net present value of gratuity on retirement benefit payable under the Worker's Rights Act 2019 has been calculated by a qualified actuary and provided for. The obligations arising under this item are not funded.

Expense recognition

Expenses are accounted for in profit or loss on an accrual basis.

Fair values

IFRS 13 requires the Group to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****2 ACCOUNTING POLICIES (CONTINUED)**Treasury bonds

The Treasury bonds are marketable, fixed-interest government debt securities with a long-term maturity which pays periodic interest payments until maturity. These bonds are considered to be risk-free since they are backed by the government and offer stable returns.

Deposits receivable

Deposits receivable refer to funds that the Group expects to receive in the form of cash and/or other financial asset from an entity, typically arising from transactions such as security deposits amongst others. These deposits are refundable on either a short-term or long-term basis and they have an original maturity of more than 3 months.

Deposits payable

Deposits payable refer to funds that the Group contractually expects to refund at a later date or upon the occurrence of specified conditions, typically arising from transactions such as security deposits for post-paid services and surety bonds for roaming services. The deposits are refundable after more than one year.

Deposits from customers

Deposits from customers represent a client savings account whereby the Group acting under the relevant legislation enables the public to save electronic money and to deal in transactions involving this digital form of money. A fixed rate of interest is incurred on the deposits payable to such customers.

Dividend Income

Dividend receivable from subsidiaries are recognised when the shareholder's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be reliably measured.

3 FINANCIAL RISK MANAGEMENT

The Group's activities expose them to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk.

Risk management is carried out under policies approved by the Board of Directors of the Group and of relevant subsidiaries. The Board of Directors identifies, evaluates and manages financial risks in cooperation with the Group's operating units. The Board provides written principles for overall risk management, as well as for specific areas such as foreign exchange risk, interest rate risk and credit risk. The Group treasury is responsible for managing the Group's exposure to financial risk within the policies set by the Board of Directors.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

Categories of financial instruments

	Group		Company	
	2024	2023	2024	2023
	Financial assets at amortised cost USD	Financial assets at amortised cost USD	Financial assets at amortised cost USD	Financial assets at amortised cost USD
Deposits receivable	4,409,930	4,460,725	-	-
Treasury bonds	1,016,623	1,402,023	-	-
Loans receivable	48,574,497	32,207,712	558,146,757	495,786,600
Trade and other receivables	204,777,777	175,336,776	62,885,312	63,188,924
Dividend receivable	-	-	6,940,000	26,951,922
Cash at bank	166,234,317	181,846,003	21,520,867	17,307,668
Restricted cash	405,658,457	325,070,229	-	-
Total	830,671,601	720,323,468	649,492,936	603,235,114

	Group		Company	
	2024	2023	2024	2023
	Financial asset at fair value through profit or loss USD	Financial assets at fair value through profit or loss USD	Financial assets at fair value through profit or loss USD	Financial assets at fair value through profit or loss USD
Mutual funds and securities	1,167,755	978,588	-	-
Equity securities	4,861,351	3,010,520	-	-
Venture capital funds	7,661,187	7,015,071	-	-
Embedded derivative assets	3,200,000	1,000,000	3,200,000	1,000,000
Total	16,890,293	12,004,179	3,200,000	1,000,000

	Group		Company	
	2024	2023	2024	2023
	Financial asset at fair value through Other Comprehensive Income USD	Financial asset at fair value through Other Comprehensive Income USD	Financial asset at fair value through Other Comprehensive Income USD	Financial asset at fair value through Other Comprehensive Income USD
Equity Investments	17,582,430	17,490,668	-	-

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

Categories of financial instruments (Continued)

	Group 2024	2023	Company 2024	2023
	Financial liabilities at amortised cost USD	Financial liabilities at amortised cost USD	Financial liabilities at amortised cost USD	Financial liabilities at amortised cost USD
Borrowings	916,670,326	861,470,130	724,263,171	654,463,523
Lease liability	814,180,046	810,904,281	-	-
Trade and other payables	978,451,187	871,590,189	74,715,168	31,310,541
Bank overdraft	55,753,296	54,021,078	-	164
Deposits payable	5,604,917	5,909,670	-	-
Dividend payable	56,359,239	5,783,890	56,000,000	-
Deposits from customers	4,535,935	3,142,045	-	-
	-----	-----	-----	-----
Total	2,831,554,947	2,612,821,283	854,978,339	685,774,228
	=====	=====	=====	=====

	Group 2024	2023	Company 2024	2023
	Financial liabilities at fair value through profit or loss USD	Financial liabilities at fair value through profit or loss USD	Financial liabilities at fair value through profit or loss USD	Financial liabilities at fair value through profit or loss USD
Swap derivative liability	-	364,222	-	-
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Group

Trade and other receivables exclude the following:

- Prepayments of **USD 53,655,607** (2023: USD 47,070,939)
- VAT receivable and amount receivable from authorities of **USD 53,360,602** (2023: USD 78,089,620)
- Contract assets of **USD 2,638,961** (2023: USD 4,846,041)

Trade and other payables exclude deferred revenue of **USD 70,272,425** (2023: USD 57,267,699) and VAT payable and amount payable to authorities of **USD 104,942,761** (2023: USD 93,408,598).Deposit payable excludes non-refundable deposits of **USD 1,990,784** (2023: USD 2,009,089).**Company**Trade and other receivables exclude prepayments of **USD 36,019** (2023: USD 36,027) and amount receivable from authorities of **USD Nil** (2023: USD 1,963,930).Trade and other payables exclude accruals of **USD 8,522** (2023: USD 9,938).

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk

(i) Foreign exchange risk

Group

The Group's activities expose them to the financial risks of changes in foreign currency exchange rates. The Group manages its exposure to foreign exchange risk by retaining funds in local currencies to the extent required (or forecast to be required) for liquidity, working capital, and local investment purposes.

The assets and liabilities denominated in foreign currency are tabled below.

	2024		2023	
	Financial Assets USD	Financial liabilities USD	Financial assets USD	Financial liabilities USD
CFA Franc	237,028,659	705,164,988	219,469,140	711,847,897
United States Dollar	80,489,646	1,016,951,859	93,582,852	1,097,873,870
Malagasy Ariary	201,338,744	215,059,629	177,820,315	196,147,883
Euro	18,958,244	144,958,335	22,772,608	116,688,414
Tanzanian Shilling	312,105,589	711,467,661	230,591,409	463,641,400
Uganda Shilling	3,749,748	22,694,118	4,953,733	26,741,664
Comorian Franc	11,215,821	14,963,968	-	-
Others	257,873	294,389	628,258	244,377
Total	865,144,324	2,831,554,947	749,818,315	2,613,185,505

At 31 December 2024, if the United States Dollar ("USD") had strengthened by 5% against the Malagasy Ariary, with all other variables held constant, profit before income tax for the Group would have been higher by **USD 686,044** (2023: higher by USD 916,378).

At 31 December 2024, if the United States Dollar ("USD") had strengthened by 5% against the Euro, with all other variables held constant, profit before income tax for the Group would have been higher by **USD 6,300,005** (2023: higher by USD 4,695,790).

At 31 December 2024, if the United States Dollar ("USD") had strengthened by 5% against the CFA Franc, with all other variables held constant, profit before income tax for the Group would have been higher by **USD 23,406,816** (2023: higher by USD 24,618,938).

At 31 December 2024, if the United States Dollar ("USD") had strengthened by 5% against the Tanzanian Shilling, with all other variables held constant, profit before income tax for the Group would have been higher by **USD 19,968,104** (2023: higher by USD 11,652,500).

At 31 December 2024, if the United States Dollar ("USD") had strengthened by 5% against the Uganda Shilling, with all other variables held constant, profit before income tax for the Group would have been higher by **USD 947,219** (2023: higher by USD 1,089,397).

At 31 December 2024, if the United States Dollar ("USD") had strengthened by 5% against the Comorian Franc, with all other variables held constant, profit before income tax for the Group would have been higher by **USD 187,407**.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

Company

	Financial Assets USD	2024 Financial liabilities USD	Financial assets USD	2023 Financial liabilities USD
Euro	60,686,873	60,712,697	42,044,828	58,024,725
United States Dollar	571,049,204	794,263,959	515,343,658	627,749,503
CFA Franc	20,392,478	1,683	46,580,780	-
Others	564,381	-	265,848	-
	-----	-----	-----	-----
Total	652,692,936	854,978,339	604,235,114	685,774,228
	=====	=====	=====	=====

At 31 December 2024, if the United States Dollar ("USD") had strengthened by 5% against the Euro, with all other variables held constant, profit before income tax for the Company would have been higher by **USD 1,291** (2023: lower by USD 798,995).

At 31 December 2024, if the United States Dollar ("USD") had strengthened by 5% against the CFA Franc, with all other variables held constant, profit before income tax for the Company would have been lower by **USD 1,019,540** (2023: lower by USD 2,329,039).

(ii) Interest rate risk

Group

The Group is exposed to interest rate risks as it borrows funds at floating rates as at 31 December 2024. The interest rate was as follows:

	Floating interest rate 2024	Floating interest rate 2023
BFV Société Générale de Madagascar		
(i) Principal USD 12,000,000	N/A – Loan fully repaid in 2024	3 months SOFR+ margin 3.75%
BNI Madagascar		
(i) Principal MGA 50,000,000,000	Malagasy Central Bank rate minus margin of 3.65%	Malagasy Central Bank rate minus margin of 3.65%
BRED Madagasikara		
(i) Principal MGA 25,000,000,000	Malagasy Central Bank rate minus margin of 4.25%	Malagasy Central Bank rate minus margin of 4.25%
Banque Malgache de L'Océan Indien ('BMOI')		
(i) Principal MGA 25,000,000,000	Malagasy Central Bank rate minus margin of 3.4%	Malagasy Central Bank rate minus margin of 3.4%

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(ii) Interest rate risk (continued)

Group (Continued)

	Floating interest rate 2024	Floating interest rate 2023
Stanbic Bank Uganda Limited Principal USD 9,000,000	3 months SOFR + 5% margin	3 months SOFR + 5% margin
Principal UGX 56,700,000,000	3 months average 182 days treasury bill rates + 4.25% margin	3 months average 182 days treasury bill rates + 4.25% margin
JP Morgan Chase Bank N. A (i) Principal USD 101,955,751 and USD 56,268,900	SOFR+ margin 0.9%	SOFR+ margin 0.9%
British International Investment PLC (i) Principal USD 30,000,000	SOFR plus a margin of 4%	-
International Finance Corporation (i) Principal EUR 18,000,000	EURIBOR 6 months+ Spread of 5.5% per annum	-
(ii) Principal EUR 13,000,000	EURIBOR 6 months+ Spread of 5.4% per annum	-

Company

The Company is exposed to interest rate risks as it borrows funds at floating rates as at 31 December 2024. The interest rate was as follows:

	Floating interest rate 2024	Floating interest rate 2023
British International Investment PLC (i) Principal USD 30,000,000	SOFR plus a margin of 4%	-
JP Morgan Chase Bank N. A (i) Principal USD 101,955,751 and USD 56,268,900	SOFR+ margin 0.9%	SOFR+ margin 0.9%

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for financial assets and financial liabilities at year-end. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at year-end was outstanding for the whole year. A 1% increase or decrease is used and represents management's assessment of the reasonably possible change in interest rates.

	Group 2024 USD	2023 USD	Company 2024 USD	2023 USD
Profit or loss	626,456	406,686	116,757	40,826

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(iii) Price risk

The Group is exposed to equity securities price risk. The equity price risk arises on the Group's investments at FVTPL and FVTOCI. Equity price risk is the risk of unfavourable changes in fair values of equities as the result of changes in the value of individual shares.

The risk arising from changes in the value of equity securities is managed by regular monitoring of the performance of the investment through information available to management.

Sensitivity analysis

Pre-tax profit for the year, including the Group's equity, would increase/decrease as a result of gains/losses on equity securities classified as at fair value through profit or loss.

The table below summarises the impact of increases/decreases of the quoted price of the Mutual Funds on the Group's pre-tax profit for the year and its equity. The analysis is based on the assumption that the equity prices had increased/decreased by 1% with all other variables held constant:

	Group		Company	
	2024	2023	2024	2023
	Effect on	Effect on	Effect on	Effect on
	pre-tax	pre-tax	pre-tax	pre-tax
	profit and	profit and	profit and	profit and
	equity	equity	equity	equity
	USD	USD	USD	USD
Increase in share price	11,677	9,786	-	-
Decrease in share price	(11,677)	(9,786)	-	-

(b) Credit risk

The Group's credit risk, or the risk of financial loss to the Group as a result of customers and other financial asset counterparties defaulting on their obligations, is primarily attributable to its trade receivables, loan to clients ("nano-loans"), other receivables, related party receivables and cash at bank. The carrying values of financial and contract assets presented in the statement of financial position represents the Group's maximum exposure to credit loss. These carrying values are presented net of allowances for credit losses, which are estimated by the Group's management based on prior experience, and current and forecast economic conditions.

For the purpose of assessing credit risk, financial assets are aggregated into two major categories, based on their nature, with each category assessed and provisioned for using a different approach:

- Trade receivables, other receivables, and loans to clients (to which the Group applies the simplified approach to credit loss provisioning); and
- Related party receivables (to which the group applies the general approach to credit loss provisioning).

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Credit risk (continued)

Credit risk for restricted cash and cash at bank is managed by placing these with high credit quality rated financial institutions; and the Group does not consider there to be a significant credit risk associated with these balances.

(b.1) Trade receivables, other receivables, and loans to clients

The Group applies the IFRS 9 simplified approach to measuring expected credit losses in respect of trade receivables, loans to clients, and other receivables. The simplified approach requires the estimation and recognition of a lifetime expected loss ("ECL") allowance.

The Group estimates ECL using a provision matrix, applying a default ratio to the aged balance of financial assets. The ratio applied is calculated on the basis of the following factors:

- the nature of the financial asset, specifically whether the financial asset represents a nano-loan, or whether a trade receivable balance is a retail or business customer, or government entity;
- past default experience by nature of customer, which is used in order to establish the minimum expected default rate by nature of customer. The Group usually uses 12-18 months of historical data to form a view on historical default rates;
- the current economic conditions of the market in which financial asset is recognized and an assessment of forecasted economic conditions at the reporting date and how these compare to the conditions existing at the time that the past default experience was determined;
- where applicable, an analysis of an individual material trade receivable's current financial position, adjusted for factors that are specific to that trade receivable.

The expected loss rates are based on historical credit losses corresponding to each class of financial asset, and levels of actual losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the trade receivables balance. The Group has identified the GDP and inflation rates of the country in which it sells its goods (and initially recognizes the trade receivable), to be the most relevant factors in determining its estimate of future loss provision, and accordingly adjusts the historical loss rates based on expected changes in these factors.

(b.1.i) Trade receivables and other receivables

The Group's trade and other receivables exposure to credit risk is set out in the ECL provision matrix below:

31 December 2024

	Total USD	Current USD	>30 days USD	>90 days USD	> 180 days USD
<i>Expected credit loss rate</i>		4%	8%	10%	27%
Carrying amount					
Trade and other receivables	254,483,673	24,554,852	46,513,125	26,057,165	157,358,531
Expected credit loss	49,415,871	862,985	3,528,964	2,597,661	42,426,261

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

*(b.1.i) Trade receivables and other receivables (continued)*31 December 2023

	Total USD	Current USD	>30 days USD	>90 days USD	> 180 days USD
<i>Expected credit loss rate</i>		2%	2%	9%	36%
Carrying amount					
Trade and other receivables	213,114,032	48,856,454	36,598,193	20,683,241	106,976,144
Expected credit loss	42,033,983	914,608	617,939	1,959,223	38,542,213

The carrying amount for trade and other receivables comprise of trade receivables of **USD 210,959,464** (2023: USD 175,722,775), other receivables of **USD 40,885,247** (2023: USD 32,545,216) and contract assets of **USD 2,638,962** (2023: USD 4,846,041).

The Group is exposed to credit risk given that it sells on credit to various customers in various markets. Credit sales primarily comprise postpaid mobile services (generally extended to business customers and government entities), mobile device sales on credit terms of between 6-12 months, and fixed-line telecommunication and data services (fiber), offered to retail and business customers on a post-paid basis. Credit is extended to customers only after an evaluation of the credit risk of the respective customer. The movement on the Group's expected credit losses of trade and other receivables is disclosed in note 12.

(b.1.ii) Loans to clients

Loans to clients comprises of short-term nano-loans provided to our mobile financial services customers, and generally have a maturity period not more than 30 days.

Our Group policy for assessing credit risk related to nano-loan customers generally entails an assessment of the transaction history of our customers within our digital platform (including previous lending and repayment history), prior to lending. The determination of the customer's credit risk informs the size of the nano-loan that will be offered to the customer.

As a result of the very short-term nature of nano-loan products, the Group aggregates customer balances strictly based on their ageing when applying the simplified approach for assessing and providing impairments on outstanding balances. Nano-loan balances which are more than 30 days past their due date have historically exhibited elevated default rates when compared to those that are not yet past due. As the balances age, the rate of recovery has proven to drop significantly, as reflected in the table below.

The Group's exposure to credit risk from loans to clients is set out below:

31 December 2024

	Total USD	Current USD	>30 days USD	>90 days USD	> 180 days USD
<i>Expected credit loss rate</i>		4%	39%	72%	93%
Carrying amount					
Loans receivable	47,489,274	31,139,006	6,771,034	5,059,490	4,519,744
Expected credit loss	11,896,744	1,382,041	2,638,448	3,661,199	4,215,056

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

31 December 2023

	Total USD	Current USD	>30 days USD	>90 days USD	> 180 days USD
<i>Expected credit loss rate</i>		4%	34%	65%	100%
Carrying amount					
Loans receivable	31,683,980	17,593,757	3,835,661	2,707,114	7,547,448
Expected credit loss	11,347,876	727,410	1,303,253	1,769,765	7,547,448

The movement on the Group's expected credit losses on loans to clients is disclosed in note 14.

(b.2) Related party receivables (including loans and trade receivables)

Related party receivables are carried at amortised cost and are also subject to the expected credit loss model. The Group applies the general approach for assessing impairments on amounts receivable from related parties.

The general model requires the recognition of impairment losses in line with the level of credit risk of the financial asset, and if there is no significant increase in credit risk, the loss allowance is based on 12-months ECL; alternatively the loss allowance is based on lifetime ECL. ECLs are probability weighted averages of credit losses with an assessed risk of defaults occurring as the weights.

The ECL is calculated using the following parameters:

- Probability of default (PD) - is the percentage likelihood of that the borrower will not be able to repay its debt within some period.
- Loss given default (LGD) - is the percentage that could be lost in the event of a default by the borrower not paying its debt (principal and interest).
- Exposure at default (EAD) - is the outstanding balance of the loan - how much the Group is owed at statement of financial position date.

Trade amounts receivable from related parties are generally repayable on demand or with credit terms of up to 30 days. Loans receivable from related parties represent loans to subsidiaries (in the case of the Company), or to minority interest partners in our subsidiaries (where those partners are considered to be related parties as per IFRS Accounting Standards as issued by International Accounting Standards Board ("IASB")).

If the amounts receivable from related parties are considered fully performing, then the loss allowance is calculated at 12-month ECL. Related party receivables are considered to be fully performing when the related party has consistently met its obligations under the agreement, or, if it has not, when our assessment of the related party's financial position and forecast cash flows reflects sufficient cash resources to settle the obligation in the future. The Group has considered the financial performance, external debt and future cash flows of the related parties and concluded that the credit risk relating to these receivables is limited; and consequently, that the probability of default relating to these balances is low.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

2 FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Liquidity risk (continued)

At 31 December 2023	On demand USD	Less than 1 year USD	Between 1 and 2 years USD	Between 2 and 5 years USD	More than 5 years USD	Total USD
Trade and other payables	180,138,133	634,376,008	-	-	57,076,048	871,590,189
Listed bonds	-	30,975,000	30,975,000	466,462,500	-	528,412,500
Borrowings	1,400,591	136,157,844	62,855,521	355,944,298	10,084,078	566,442,332
Lease liability	-	122,395,183	129,164,543	366,887,023	752,856,248	1,371,302,997
Bank overdraft	-	54,021,078	-	-	-	54,021,078
Deposits payable	-	-	-	-	5,909,670	5,909,670
Deposits from customers	-	3,142,045	-	-	-	3,142,045
Dividend payable	-	5,783,890	-	-	-	5,783,890
Swap derivative liability	-	364,222	-	-	-	364,222
	181,538,724	987,215,270	222,995,064	1,189,293,821	825,926,044	3,406,968,923

Company

At 31 December 2024	On demand USD	Less than 1 year USD	Between 1 and 2 years USD	Between 2 and 5 years USD	More than 5 years USD	Total USD
Trade and other payables	-	74,715,168	-	-	-	74,715,168
Listed bonds	-	30,975,000	466,462,500	-	-	497,437,500
Bank loans	-	39,061,120	75,840,545	71,778,072	15,591,824	202,271,561
Loans from related parties	13,883,168	-	-	203,783,071	-	217,666,239
Dividend payable	-	56,000,000	-	-	-	56,000,000
	13,883,168	172,873,788	542,303,045	275,561,143	15,591,824	1,048,090,468

At 31 December 2023	Less than 1 year USD	Between 1 and 2 years USD	Between 2 and 5 years USD	More than 5 years USD	Total USD
Trade and other payables	31,310,541	-	-	-	31,310,541
Listed bonds	30,975,000	30,975,000	466,462,500	-	528,412,500
Bank loans	24,528,469	23,528,469	69,941,340	-	117,998,278
Loans from related parties	14,640,804	-	188,259,909	-	202,900,713
Bank overdraft	164	-	-	-	164
	101,454,978	54,503,469	724,663,749	-	880,622,196

(d) Fair values

Except where stated elsewhere, the fair value of the financial assets and financial liabilities approximate their carrying amount due to the short-term maturities of these instruments. The fair values of mutual funds classified under financial assets at FVTPL, which are traded in active markets, have been arrived at using the quoted bid prices at the reporting date. The fair values of unquoted equity securities and venture capital funds classified under financial assets at FVTPL have been determined based on recent transactions in the market. The fair values of equity securities classified under financial assets at FVTOCI have been determined using the EBITDA multiples approach. With respect to long-term borrowings which are at floating rates, the carrying value approximates the fair value.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair values (continued)

The following table presents the Group's assets as at 31 December 2024 and 31 December 2023:

Group	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
At 31 December 2024				
Financial assets at FVTPL:				
- Mutual funds	1,167,755	-	-	1,167,755
- Equity securities	-	-	4,861,351	4,861,351
- Venture capital funds	-	-	7,661,187	7,661,187
	1,167,755	-	12,522,538	13,690,293
Financial assets at FVTOCI:				
- Equity securities	-	-	17,582,430	17,582,430
	-	-	17,582,430	17,582,430
Embedded derivatives assets:				
- Call Options in Notes	-	-	3,200,000	3,200,000
	-	-	3,200,000	3,200,000
Total assets	1,167,755	-	33,304,968	34,472,723

During the year ended 31 December 2024, investment in equity securities and venture capital funds previously classified as level 2 within the fair value hierarchy have been transferred to level 3. While the valuation methodology remains unchanged, the transfer reflects the use of unobservable inputs, which are not publicly available. There were no transfers between level 1 and level 2 for the years ended 31 December 2024 and 2023.

	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
At 31 December 2023				
Financial assets at FVTPL:				
- Mutual funds	978,588	-	-	978,588
- Equity securities	-	2,951,759	58,761	3,010,520
- Venture capital funds	-	7,015,071	-	7,015,071
	978,588	9,966,830	58,761	11,004,179
Financial assets at FVTOCI:				
- Equity securities	-	-	17,490,668	17,490,668
	-	-	17,490,668	17,490,668
Embedded derivatives assets:				
- Call Options in Notes	-	-	1,000,000	1,000,000
	-	-	1,000,000	1,000,000
Total assets	978,588	9,966,830	18,549,429	29,494,847
Derivative financial instrument				
- Currency swap derivative liability	-	364,222	-	364,222
Total liabilities	-	364,222	-	364,222

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair values (continued)

<u>Financial asset at FVTPL</u>	Group	
	Level 3 2024	Level 3 2023
At 01 January	58,761	42,445
Purchase of financial assets at FVTPL	-	14,768
Transfer from level 2	9,966,830	-
Net fair value gain on financial assets at FVTPL	2,496,947	1,548
	-----	-----
At 31 December	12,522,538	58,761
	=====	=====
	Group	
	Level 2 2024	Level 2 2023
At 1 January	9,966,830	8,961,460
Purchase of financial assets at FVTPL	-	1,758,632
Net fair value loss on financial assets at FVTPL	-	(753,262)
Transfer to level 3	(9,966,830)	-
	-----	-----
At 31 December	-	9,966,830
	=====	=====
<u>Financial asset at FVTOCI</u>	Group	
	Level 3 2024	Level 3 2023
At 01 January	17,490,668	-
Transfer from Level 2	-	18,590,788
Net fair value (loss)/gain on financial assets at FVTOCI	(604,518)	270,045
Translation difference	696,280	(1,370,165)
	-----	-----
At 31 December	17,582,430	17,490,668
	=====	=====
	Group	
	Level 2 2024	Level 2 2023
At 1 January	-	18,590,788
Transfer to level 3	-	(18,590,788)
	-----	-----
At 31 December	-	-
	=====	=====

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair values (Continued)

During the year ended 31 December 2023, the investment in equity securities has moved from Level 2 to Level 3 on the basis that its fair value was determined using an EBITDA multiple approach.

Company

	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
At 31 December 2024				
Embedded derivatives assets:				
- Call Options in Notes	-	-	3,200,000	3,200,000
	-----	-----	-----	-----
	-	-	3,200,000	3,200,000
	=====	=====	=====	=====
At 31 December 2023				
Embedded derivatives assets:				
- Call Options in Notes	-	-	1,000,000	1,000,000
	-----	-----	-----	-----
Total assets	-	-	1,000,000	1,000,000
	=====	=====	=====	=====

The following table shows the valuation technique used in measuring the fair value of financial assets at fair value through profit or loss or OCI, the significant unobservable inputs used and the sensitivity analysis:

	Valuation technique	Unobservable inputs	Inter-relationship between unobservable inputs and fair value measurement
Financial Assets at fair value through profit or loss	Last equity round	<ul style="list-style-type: none"> KPIs include revenue growth, profitability, cash burn and covenant compliance Illiquidity discount (5% to 20%) 	<ul style="list-style-type: none"> The estimated fair value would increase/decrease if there is an improvement or worsening in the KPIs or following a liquidity event. The estimated fair value would increase/decrease if the illiquidity discount is estimated to lower/(higher).
Financial assets at fair value through OCI	EBITDA multiple	<ul style="list-style-type: none"> Multiple Discount rate 	<ul style="list-style-type: none"> The estimated fair value would increase/decrease if there is an increase/decrease in the multiple used. The estimated fair value would increase/decrease if the discount rate is lower/(higher).

Details pertaining to the Call Options in Notes can be found in Note 40.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

To maintain or adjust the capital structure, the Group may adjust dividend payments to its shareholder, return capital to its shareholder or issue new shares.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities (including current and non-current borrowings and lease liabilities) as shown on the statement of financial position less cash and cash equivalents. Total capital includes capital, reserves, retained earnings, and non-controlling interests as disclosed in notes 17 and 18.

Loans payable to the ultimate controlling party of **USD 146,676,565** (2023: USD 139,776,102) have been excluded from total borrowings given that the Group's and Company's obligations towards its ultimate controlling party have been subordinated to its obligations in respect of the Notes, the Revolving Credit facility and the loan facility from British International Investment Plc and JP Morgan Chase Bank N.A pursuant to the terms of subordination deeds entered into between, amongst others, the ultimate controlling party and the Company. Total capital is calculated as equity as shown on the statement of financial position, plus net debt.

As at 31 December 2024 and 2023 the gearing ratios were as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Total borrowings	1,584,173,803	1,532,598,309	577,586,606	514,687,421
Less: cash and cash equivalents (Note 15)	(110,481,021)	(127,824,925)	(21,520,867)	(17,307,504)
Net debt	1,473,692,782	1,404,773,384	556,065,739	497,379,917
Total equity	251,820,826	305,331,858	34,130,251	142,443,949
Total capital	1,725,513,608	1,710,105,242	590,195,990	639,823,866
Gearing ratio	85%	82%	94%	78%

The gearing ratio has increased from 82% in 2023 to 85% in 2024 because:

- (i) The Group has drawn additional loan facilities during the year ended 31 December 2024 (Refer to Note 20).

4 ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with IFRS Accounting Standards as issued by the IASB requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are set out below. Judgements and estimates are continuously evaluated and are based on historical experience and other factors, including expectations and assumptions concerning future events that are believed to be reasonably likely to occur under the circumstances.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

4 ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical accounting estimates and judgement

The Group makes estimates and judgements concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- Deferred tax assets

Deferred tax assets are recognised for unused tax losses and deductible temporary differences only to the extent that it is probable that taxable profits will be available against which the losses can be utilised. Recoverability of deferred tax assets has been assessed for each subsidiary based on the forecast taxable profit expected to be generated over the next 5 years.

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The directors have made an assessment and believe that the deferred tax assets are recoverable.

At 31 December 2024 and 2023, the status of unused tax losses of the Group was as follows:

	2024		
	<u>Recognised</u> USD	<u>Unrecognised</u> USD	<u>Total</u> USD
Tax losses	<u>76,001,227</u>	<u>168,065,108</u>	<u>244,066,335</u>
	2023		
	<u>Recognised</u> USD	<u>Unrecognised</u> USD	<u>Total</u> USD
Tax losses	<u>71,865,331</u>	<u>166,956,020</u>	<u>238,821,351</u>

Deferred tax assets of **USD 2,903,741** (2023: USD 2,894,644) and **USD 19,573,990** (2023: USD 4,479,004) have been recognised on the tax losses carried forward of Togocom and Honora Tanzania Public Limited Company respectively at 31 December 2024. In 2024, no deferred tax assets have been recognised for Togo Telecom and Towerco of Africa Tanzania Limited (2023: USD 12,454,491 and USD 26,001 respectively).

The assumption that is considered to be the main driver in the cash flow projection is the gross profit margin. Management have considered and assessed the impact of a 10% change in the forecast gross profit margin and has concluded that even a decrease of 10% in the gross profit margin would not have an impact on the deferred tax assets recognised in respect of tax losses.

No deferred tax assets have been recognised on the remaining tax losses carried forward of **USD 168,065,108** (2023: USD 166,956,020) arising from other subsidiaries. The Group has concluded that that there will be no sufficient future taxable profits against which the taxable losses can be utilised.

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)**
4 ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)
Critical accounting estimates and judgement (continued)

- Determining the lease term

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination, including: whether there are significant penalties to terminate (or not extend); whether any leasehold improvements are expected to have a significant remaining value; historical lease durations; the importance of the underlying asset to the Group's operations; and the costs and business disruption required to replace the leased asset. The leased sites and technical equipments are strategic for the Group's operations and their impact on the Group's business is considered a significant factor for the lease term assessment. The lease term is reassessed if a significant event or a significant change in circumstances occurs which affects the assessment of reasonable certainty.

- Impairment of trade and other receivables

For trade and other receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors, other receivables and the economic environment.

The assessment of the correlation between historical observed default rates and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade and other receivables is disclosed in note 3(b).

The Group had an expected credit loss as at 31 December 2024 of **USD 49,415,871** (2023: USD 42,033,983).

Management has assessed the impact of an increase of 0.5% in loss rate on the Group expected credit loss and concluded that this will not materially increase the expected credit loss as illustrated below:

	2024	2023
	USD	USD
Increase in expected credit loss following an increase in loss rate of 0.5%	<u>1,272,418</u>	<u>1,065,570</u>

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)****4 ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)***Critical accounting estimates and judgement (continued)*

- Impairment of goodwill

The Group tests whether goodwill has suffered any impairment on an annual basis by calculating the recoverable amount of each cash-generating unit (CGU) to which goodwill has been assigned. The recoverable amounts of the CGUs as at 31 December 2024, were determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates. These growth rates are consistent with forecasts included in the industry reports specific to the market in which the CGU operates.

Such estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The key assumptions to which the value-in-use calculations are most sensitive are:

(i) Discount rates

Management utilises an iterative pre-tax weighted average cost of capital calculated based on the estimated cost of debt for each individual CGU and its cost of equity derived from that of market peers. The discount rates represent the specific risk rating associated with each CGU based on the credit risk and equity risk associated with the operation and the market in which it operates.

(ii) Gross margins

Gross margins are based on past performance and management's expectations for the future.

(iii) Terminal growth rates

Terminal growth rates are determined on the basis of past performance and management's expectation of industry growth.

Refer to note 33 for the key assumptions used in the value-in-use calculation for material goodwill balances and sensitivity analysis.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

4 ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical accounting estimates and judgement (continued)

- Government grants

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate. Where government grants do not have a minimum period for which the Group must provide services, management considers that the costs that the grants are intended to compensate are the actual costs incurred, as they are incurred. Income from such government grants is therefore recognised in profit or loss in the same period as the actual associated costs that are incurred.

- Retirement benefit obligations

The present value of the retirement benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost for retirement benefit obligations include the discount rate. Any changes in these assumptions will impact the carrying amount of the retirement benefit obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of the estimated future cash outflows expected to be required to settle the retirement benefit obligations. In determining the appropriate discount rate, the Group considers the interest rates of long-term government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement benefit obligations.

Other key assumptions as disclosed in note 35 are based on the current conditions prevailing in each market within the Group.

- Indicators of impairment of investments in subsidiaries and joint ventures

The Company performs an annual review of the value of its investments in subsidiaries and joint ventures for indicators of impairment. The review is performed by comparing the equity value of the Company's percentage holding in the subsidiaries and joint ventures to the carrying amount thereof at the end of the financial year. The equity value of the subsidiaries and joint ventures are calculated using discounted cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates. These growth rates are consistent with forecasts included in the industry reports specific to the industry in which the joint ventures operate. The value of net debt is then deducted from the result of the discounted cash flow projections.

The key assumptions to which the value-in-use calculations are most sensitive are:

- discount rates,
- gross margins, and
- terminal growth rates

Based on the cash flow projections of the subsidiaries and joint ventures, the directors are of the opinion that the investments have not suffered any impairment. Based on management's assessment, there are no indicators of impairment.

- Assessment of indicators of impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount. The assessment of whether such events have occurred or such circumstances exist, require management to assess the expected future performance of a cash generating unit (CGU). This assessment is performed on the basis of management's assumptions and estimates, taking into account, among other factors, forecast market conditions and growth prospects of the CGU. Changes in management's key assumptions, including market conditions, and growth rate assumptions in the cash flow projections, could materially affect the outcome of management's assessment.

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5 OPERATING COSTS

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Cost of equipment: devices and other related costs	32,309,991	22,720,265	-	-
Provision for inventories of devices	-	143,430	-	-
Prepaid cards and accessories	10,308,041	6,853,721	-	-
Cost of devices and equipment	42,618,032	29,717,416	-	-
Interconnection fees	35,946,878	30,161,158	-	-
Roaming (paid to service providers or clearing houses)	6,413,549	1,335,174	-	-
Cost of interconnection and roaming	42,360,427	31,496,332	-	-
Telecom operator fee, regulatory	47,637,943	39,099,678	-	-
Frequency fees	22,622,557	14,443,100	-	-
Excise duty	15,039,828	12,600,035	-	-
Government and regulatory costs	85,300,328	66,142,813	-	-
Advertising and distribution costs	27,068,879	17,546,525	21,200	-
Commissions to sales agents	190,573,232	156,711,125	-	-
Impairment of loans to clients (Note 14)	11,761,779	7,018,088	-	-
Loss allowance on trade receivables (Note 12)	5,862,253	2,132,794	-	-
Impairment/(Reversal of impairment) of other financial assets (Notes 12)	1,153,587	331,653	(170,000)	170,000
Net impairment losses on financial assets	18,777,619	9,482,535	(170,000)	170,000
Transmission fees	14,486,946	9,370,520	-	-
Content and VAS charges	6,739,303	6,509,600	-	-
Backbone charges	551	54,638	-	-
Satellite and optical fibre bandwidth charges	2,346,579	1,915,670	104,030	286,092
Site energy	39,390,086	31,037,599	-	-
Repairs and maintenance (Technical site)	24,131,980	15,446,361	-	-
Professional fees: Technical	7,931,604	8,629,261	-	-
Rental expenses for short term and low value leases - Technical sites	303,914	586,462	-	-
Maintenance of materials, software and network	18,218,049	23,140,755	-	-
Technology operation costs	113,549,012	96,690,866	104,030	286,092

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

5 OPERATING COSTS (CONTINUED)

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Payroll and social charges	146,065,490	99,765,745	9,681,738	3,291,854
Travel expenses	11,171,096	7,456,813	2,545,978	1,552,386
Training costs	2,157,716	782,487	250,937	15,589
Provision for retirement benefit obligations (Note 35)	703,669	1,666,940	1,065	2,483
Other staff costs	-	2,303,309	-	1,258,464
Staff costs	160,097,971	111,975,294	12,479,718	6,120,776
Office supply	1,260,624	969,817	-	-
General IT expenses	17,451,223	13,647,191	-	-
Bank charges	8,244,090	5,584,912	97,665	54,141
Communication & postal charges	3,342,355	1,599,289	40	8,120
Vehicles costs	6,560,180	5,600,306	-	-
Rental expenses for short term and low value leases - Non-technical	2,026,715	1,291,027	-	87,677
Subcontracting charges	6,264,757	2,127,139	-	-
Water and electricity	2,789,195	1,980,786	-	6,184
Insurance charges	3,447,361	3,899,496	402,872	355,159
Repairs and maintenance: Non-technical	1,802,892	906,508	-	-
General costs: Security and cleaning	9,928,881	9,161,085	-	-
Taxes (other than income tax)	15,240,151	13,563,087	-	-
Loss on disposal of property, plant and equipment	212,579	357,001	-	-
Reversal of provision for litigation (Note 23(ii))	(755,048)	(2,979,264)	-	-
Reversal of provision for short-term risk on operating activities and other provisions (Note 23(iii) & Note 23(iv))	(3,415,275)	-	-	-
Donations	3,145,194	3,337,115	31,192	-
Licence fees	234,205	183,116	18,619	16,298
Penalties	6,929,536	3,952,817	434	-
Rechargeable expenses	5,963,317	5,032,268	4,989,650	3,417,914
Other charges	9,773,638	4,316,289	438,168	438,214
Other operating expenses	100,446,570	74,529,985	5,978,640	4,383,707
Bad debts written off	1,253,982	2,645,900	-	-
Derecognition of financial assets	1,253,982	2,645,900	-	-

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5 OPERATING COSTS (CONTINUED)

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Professional fees: non-technical	25,528,655	22,061,644	3,894,298	6,721,939
Audit fees	1,933,319	1,071,558	165,680	85,750
Directors fees	405,721	379,315	93,500	83,298
Administrative charges	84,766	492,407	4,800	4,800
Technical assistance	-	310,638	17,227,556	18,612,409
Global treasury fees	330,964	436,759	840,000	840,000
General and management fees	2,548,669	2,222,373	840,000	840,000
Professional fees	30,832,094	26,974,694	23,065,834	27,188,196
Depreciation of property, plant and equipment (Note 8)	171,947,031	147,515,786	-	-
Amortisation of intangible assets (Note 9)	54,218,176	36,988,458	-	-
Depreciation of right-of-use assets (Note 25(i))	67,859,331	65,981,292	-	-
Depreciation and amortisation	294,024,538	250,485,536	-	-
Impairment of property, plant and equipment (Note 8)	1,139,329	6,319,010	-	-
Impairment of intangible assets (Note 9)	6,633,684	7,197	-	-
Reversal of impairment investment in joint ventures and associates (Note 11)	-	(54,029)	-	-
Reversal of impairment on advances to suppliers on fixed assets	-	(15,386)	-	-
Reversal of impairment of inventory (Note 13)	(4,919,150)	(1,093,039)	-	-
Impairment of non-financial assets	2,853,863	5,163,753	-	-
Net fair value gains on financial assets at fair value through profit or loss (Note 31(ii))	(1,639,752)	(615,076)	-	-
Total operating costs	1,108,116,795	878,947,698	23,021,064	38,148,771

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6 FINANCE COSTS – NET

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Finance income				
Foreign exchange gain	27,264,390	29,234,429	13,453,690	16,785,148
Interest income	2,784,233	4,783,284	42,914,092	36,391,048
Interest income on restricted cash	11,355,030	7,589,617	775,564	-
Gain on fair value of NCI put option liability (Note 40(c))	-	5,251,885	-	-
Gain on fair value of embedded derivatives (Note 40(a))	2,200,000	300,000	2,200,000	300,000
Other finance income	880,636	4,900,868	-	-
	44,484,289	52,060,083	59,343,346	53,476,196
Finance costs				
Foreign exchange loss	(25,676,673)	(77,284,659)	(16,464,829)	(14,528,882)
Interest expense on bank loans	(24,857,090)	(13,809,552)	(8,893,792)	(912,543)
Interest on loans payable to shareholders and minority interest (Note 24(e))	(11,720,100)	(9,018,783)	(9,645,084)	(7,853,891)
Interest on listed bonds	(32,649,082)	(32,438,415)	(32,649,082)	(32,438,415)
Interest on late payment of trade payables	(67,660)	(388,774)	-	-
Interest on bank overdrafts	(3,068,469)	(2,002,536)	-	-
Interest expense on provision for dismantling costs (Note 23(i))	(4,274,963)	(2,073,358)	-	-
Finance costs on IRU	(1,757,062)	(1,523,617)	-	-
Finance costs on lease liabilities (Note 25 (ii))	(94,874,020)	(63,070,818)	-	-
Loss on fair value of NCI call option derivative asset (Note 40(b))	-	(2,987,867)	-	-
Interest expense on unwinding of put option liability (Note 40(c))	-	(697,729)	-	-
Loss on fair value of swap derivative liability (Note 40(d))	(604,643)	(1,687,082)	-	-
Other finance costs	(5,616,142)	(1,343,083)	(1,064,472)	-
	(205,165,904)	(208,326,273)	(68,717,259)	(55,733,731)
Finance costs – Net	(160,681,615)	(156,266,190)	(9,373,913)	(2,257,535)

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7 INCOME TAX

(a) Income tax expense

As at 31 December 2024, the Company is liable to income tax in Mauritius on its chargeable income at the rate of 15%. It is also liable to a 2% Corporate Climate Responsibility Levy ("CCR Levy") of its chargeable income where its gross income for the year exceeds MUR 50 Million.

Under the current regime, the Company is able to claim an 80% partial exemption on specific types of income (including foreign dividends and interest), subject to meeting pre-defined substance conditions. The remaining 20% of the income is subject to 15% tax and 2% CCR Levy, resulting in an effective tax rate of 3.4%.

As an alternative to the partial exemption, the Company can claim a tax credit against its Mauritius tax liability based on the foreign tax charged on the income in foreign jurisdiction where it generates income.

The Corporate tax rate of the material subsidiaries in other jurisdictions is as follows:

	Corporate tax rate	Minimum tax
UAE	9%	None
Madagascar	20%	5% of the revenue of the current year
Togo	27%	The higher of 1% of the revenue of the preceding year or FCFA 20,000.
Senegal	30%	0.5% of the revenue of the preceding year but not exceeding FCFA 5 million.
Uganda and Tanzania	30%	0.5% of turnover and applies to companies that have unrelieved tax losses for the current and preceding two income years.
Comores	35%	1.5% of the revenue of the preceding year.

Telecom Comores SA is subject to a corporate tax rate of 5% for 15 years from the date of signature of the agreement ("Convention d'Établissement") with the Government. Afterwards, the tax rate will be revised to 10% till the end of the agreement. The agreement has been signed on 17 December 2018 and is valid up to 16 December 2040.

The Group is an in-scope MNE for the application of Pillar 2 rules and is in the process of undertaking a transitional CBCR safe harbour "TCSH" assessment in line with OECD GloBE rules.

Based on initial assessment outcome, all jurisdictions where the Group operates qualifies TCSH except France and UAE. France introduced legislation in December 2023 to implement Pillar 2 rules on MNEs for fiscal years starting on or after 31 December 2023 while the UAE also introduced legislation in February 2025 for fiscal years starting on or after 1 January 2025. While there will be no top-up tax liability on the profits in UAE for 2024, and based on a preliminary GloBE computation, we don't expect any material top-up tax liability for France (which have a statutory corporate tax rate of 25%). Nevertheless, the Group will complete its detailed GloBE computations to ascertain the same. The Group applied the exception to recognise any deferred tax assets or liabilities related to Pillar 2, as allowed under the amendments to IAS 12 issued in May 2023. The Group will continue to monitor legislative changes and reassess potential impact in future period.

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7 INCOME TAX (continued)

(a) Income tax expense (continued)

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Income tax expense				
Provision for the year (Note 7(d))	70,377,384	44,078,755	-	-
Withholding tax	11,614,342	3,355,495	4,700,141	2,711,525
Deferred tax movement (Note 7(b))	1,429,249	(15,170,219)	-	(378)
	83,420,975	32,264,031	4,700,141	2,711,147

The Company has tax losses carried forward of USD 391,768 (2023: Nil) at year end. The tax loss will lapse in year 2029.

(b) Deferred tax

The change in deferred tax is set out below:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	29,964,716	19,818,714	687	179
Acquisition through business combinations (Note 26)	(1,188,355)	(6,118,746)	-	-
(Charge)/Credit to profit or loss	(1,429,249)	15,170,219	-	378
(Charge)/Credit to other comprehensive income	(4,597)	2,285	(552)	130
Translation difference	33,906	1,092,244	-	-
At 31 December	27,376,421	29,964,716	135	687

The movement in deferred tax is as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Deferred tax assets (i)	44,129,937	51,934,575	135	687
Deferred tax liability (ii)	(16,753,516)	(21,969,859)	-	-
	27,376,421	29,964,716	135	687

Deferred tax assets

The movement in deferred tax assets is set out below:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	51,934,575	35,165,682	687	179
(Charge)/Credit to profit or loss	(7,669,305)	16,811,783	-	378
(Charge)/Credit to other comprehensive income	(4,597)	2,285	(552)	130
Translation difference	(130,736)	(45,175)	-	-
At 31 December	44,129,937	51,934,575	135	687

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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7 INCOME TAX (CONTINUED)

(b) Deferred tax (continued)

The deferred tax assets for the Group are due to the following temporary differences:

	For the year ended		Movement for year 2024		Movement for year 2023	
	2024 USD	2023 USD	Charge to profit or loss USD	Charge to OCI USD	Credit to profit or loss USD	Credit to OCI USD
Impairment	12,144,178	7,171,460	6,458,512	-	(175,990)	-
Litigations	941,877	1,837,997	(1,025,905)	-	28,092	-
Retirement benefit obligations	1,065,880	1,069,731	82,347	(4,597)	406,328	2,285
Accelerated tax depreciation	(21,911,415)	(8,473,060)	(16,672,453)	-	(2,371,446)	-
Staff costs	2,512,265	2,234,141	397,016	-	93,822	-
IFRS 16	24,953,982	13,310,521	14,204,494	-	11,636,461	-
Tax losses carried forward	22,477,730	19,854,140	5,625,861	-	225,939	-
Slow moving inventories	1,517,689	3,583,298	(1,805,330)	-	(620,547)	-
Others	427,751	11,346,347	(14,933,847)	-	7,589,124	-
	44,129,937	51,934,575	(7,669,305)	(4,597)	16,811,783	2,285

At the end of the reporting period, the Group has unused tax losses of **USD 244,066,335** (2023: USD 238,821,351). As of 31 December 2024, a deferred tax asset has been recognised on the Group's tax losses carried forward of **USD 76,001,227** (2023: USD 71,865,331). The Group has concluded that the tax losses carried forward will be recoverable using the estimated future taxable profits based on the approved business plans and cash flow projections for Togocom and Honora Tanzania Public Limited Company. The subsidiaries are expected to generate taxable profits from 2025 onwards. Additionally, under the local laws applicable in Togo and Tanzania, tax losses may be carried forward indefinitely.

Deferred tax liability

The movement in deferred tax liability is set out below:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	21,969,859	15,346,968	-	-
Acquisition through business combinations (Note 26)	1,188,355	6,118,746	-	-
(Credit)/Charge to profit or loss	(6,240,056)	1,641,564	-	-
Translation difference	(164,642)	(1,137,419)	-	-
At 31 December	16,753,516	21,969,859	-	-

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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7 INCOME TAX (CONTINUED)**(b) Deferred tax (continued)**

Deferred tax liability (continued)

The deferred tax liabilities for the Group are due to the following temporary differences:

	For the year ended		Acquisition through business combinations		Movement for year 2024	Movement for year 2023
	2024 USD	2023 USD	2024 USD	2023 USD	Credit to profit or loss USD	Charge to profit or loss USD
Accelerated tax depreciation	2,588,612	6,062,079	1,023,878	1,537,352	(4,289,071)	2,263,452
Lease liability	13,288,702	14,709,727	52,275	4,033,208	(1,560,328)	(1,192,804)
Others	876,202	1,198,053	112,202	548,186	(390,657)	570,916
	16,753,516	21,969,859	1,188,355	6,118,746	(6,240,056)	1,641,564

(c) Tax reconciliation

The table below explains the differences between the expected tax expense on continuing operations, at the Mauritius statutory rate of 15% and the Group's total tax expense for each year. The reconciliation of taxation has been performed using the statutory tax rate of the Company of 15% (2023: 15%). The impact of different corporate tax rates applied to the various jurisdictions in which the Group operates has been incorporated in the "Effect of using different tax rates in other countries" line.

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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7 INCOME TAX (CONTINUED)**(c) Tax reconciliation (continued)**

A reconciliation between the actual income tax and the applicable statutory tax is as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Profit before income tax	197,746,344	86,819,563	24,592,746	38,251,494
Tax calculated at domestic tax rates applicable to profits in the respective countries (2024: 15%, 2023: 15%)	29,661,952	13,022,934	3,688,912	5,737,724
<i>Tax effects of :</i>				
Non-allowable expenses	27,068,650	29,013,434	2,106,905	2,107,378
Exempt income	(16,114,461)	(26,710,194)	(9,767,946)	(10,306,830)
Non-taxable income	(8,139,798)	(10,913,406)	(2,166,116)	(2,138,399)
Expenses attributable to exempt income	10,099,759	9,174,116	6,079,480	5,073,369
Dividend of joint venture not recognised in the statement of profit or loss	-	307,911	-	-
Tax credit	(7,658,617)	(11,781,450)	-	(473,242)
Deferred income tax assets unrecognised	13,117,624	3,679,523	58,765	-
Utilisation of previously unrecognised tax losses	(1,098,721)	(86,502)	-	(378)
Withholding and underlying tax	12,096,944	3,617,902	4,700,141	2,711,525
Share of profit of associates and joint ventures	(3,192,671)	(3,055,746)	-	-
Effect of using different tax rates in other countries	6,359,153	17,033,274	-	-
Recognition of previously unrecognised deferred tax assets	-	(1,592,778)	-	-
Reversal of deferred tax recognised on tax losses in previous years	6,376,336	-	-	-
Under-provision in previous year	2,681,270	699,176	-	-
Over-provision of deferred tax liability for previous year	-	2,721,714	-	-
Corporate Climate Responsibility	481,486	-	-	-
Consolidation adjustments	11,589,921	6,538,838	-	-
Minimum tax	92,148	595,285	-	-
Income tax expense	83,420,975	32,264,031	4,700,141	2,711,147

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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7 INCOME TAX (CONTINUED)**(d) Current tax liability/(asset)**

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	(4,637,272)	(2,209,780)	(2,787,255)	521,883
Acquisition through business combination (Note 26)	91,686	(294,657)	-	-
Disposal of subsidiary (Note 46)	(4,507)	(23,102)	-	-
Charge during the year (Note 7(a))	70,377,384	44,078,755	-	-
Payment of interest on tax balances	(55,747)	-	-	-
Tax paid	(55,528,065)	(43,965,046)	-	(3,309,138)
Withholding tax suffered	-	(2,387,591)	-	-
Withholding tax written off	-	(3,253)	-	-
Translation difference	(637,728)	167,402	-	-
	9,605,751	(4,637,272)	(2,787,255)	(2,787,255)
<i>Analysed as follows :</i>				
Current tax asset	(9,702,119)	(13,619,187)	(2,787,255)	(2,787,255)
Current tax liability	19,307,870	8,981,915	-	-
	9,605,751	(4,637,272)	(2,787,255)	(2,787,255)

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8 PROPERTY, PLANT AND EQUIPMENT

	Materials USD	Land and building USD	Technical equipment USD	Others ¹ USD	Assets in progress USD	Total USD
Cost:						
At 01 January 2023	56,298,963	289,114,693	1,336,868,621	13,823,479	104,098,607	1,800,204,363
Acquisition through business combinations (Note 26)	-	9,096,324	73,558,265	5,435,587	14,844,798	102,934,974
Additions	248,423	98,127	(5,446,454)	3,084,759	368,348,449	366,333,304
Transfer from assets in progress	12,279,711	72,378,253	251,796,158	957,212	(337,411,334)	-
Disposals and scrap	(1,381,861)	(785,737)	(3,418,225)	(851,861)	-	(6,437,684)
Provision for dismantling cost	-	(1,038,956)	507,651	-	-	(531,305)
Reclassification from depreciation ²	-	-	-	635,345	-	635,345
Transfer to inventories	-	-	(107,558)	-	-	(107,558)
Reclassification from/(to) intangible assets ³ (Note 9)	392,642	(109,319)	(1,021,302)	-	-	(737,979)
Translation difference	1,012,359	(3,938,332)	12,064,774	(87,920)	(758,386)	8,292,495
At 31 December 2023	<u>68,850,237</u>	<u>364,815,053</u>	<u>1,664,801,930</u>	<u>22,996,601</u>	<u>149,122,134</u>	<u>2,270,585,955</u>
At 01 January 2024	68,850,237	364,815,053	1,664,801,930	22,996,601	149,122,134	2,270,585,955
Acquisition through business combinations (Note 26)	727,981	12,858,764	7,470,660	111,278	2,586,856	23,755,539
Additions	4,043,295	298,454	2,730,927	709,577	312,306,861	320,089,114
Transfer from assets in progress	14,784,302	88,631,297	210,096,064	1,655,727	(315,167,390)	-
Transfers to intangible assets ³ (Note 9)	-	-	(5,008,821)	-	(469,788)	(5,478,609)
Disposals and scrap	(1,136,564)	(1,325,103)	(13,294,975)	(989,219)	(2,473,999)	(19,219,860)
Provision for dismantling cost	-	3,842,685	(527,863)	-	-	3,314,822
Reclassifications adjustments ⁴	-	-	-	(27,758)	13,734,340	13,706,582
Disposal of subsidiary (Note 46)	(16,993)	-	(52,200)	-	-	(69,193)
Translation difference	(1,678,668)	(1,606,105)	(75,174,182)	840,808	(7,252,972)	(84,871,119)
At 31 December 2024	<u>85,573,590</u>	<u>467,515,045</u>	<u>1,791,041,540</u>	<u>25,297,014</u>	<u>152,386,042</u>	<u>2,521,813,231</u>

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8 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Materials USD	Land and building USD	Technical equipment USD	Others ¹ USD	Assets in progress USD	Total USD
Depreciation and Impairment:						
At 01 January 2023	(44,738,563)	(128,765,515)	(950,002,805)	(12,833,059)	-	(1,136,339,942)
Charge for the year (Note 5)	(5,616,587)	(27,501,767)	(112,116,064)	(2,281,368)	-	(147,515,786)
Disposal and scrap	1,374,174	661,483	3,027,507	839,692	-	5,902,856
Impairment (Note 5) ⁵	(243,218)	(269,718)	(5,806,074)	-	-	(6,319,010)
Reclassification to cost ²	-	-	-	(635,345)	-	(635,345)
Reclassification from intangible assets ³ (Note 9)	(182,731)	(26,892)	912,022	-	-	702,399
Translation difference	(1,398,829)	959,429	(18,256,646)	257,985	-	(18,438,061)
At 31 December 2023	<u>(50,805,754)</u>	<u>(154,942,980)</u>	<u>(1,082,242,060)</u>	<u>(14,652,095)</u>	<u>-</u>	<u>(1,302,642,889)</u>
At 01 January 2024	(50,805,754)	(154,942,980)	(1,082,242,060)	(14,652,095)	-	(1,302,642,889)
Charge for the year (Note 5)	(8,104,305)	(29,494,648)	(131,271,975)	(3,076,103)	-	(171,947,031)
Disposal and scrap	1,316,226	1,025,884	11,486,911	1,639,811	2,473,999	17,942,831
Impairment (Note 5) ⁵	(15,248)	(809)	(324,315)	-	(798,957)	(1,139,329)
Reclassification to intangible assets ³ (Note 9)	-	-	127,386	-	-	127,386
Disposal of subsidiary (Note 46)	2,969	-	17,916	-	-	20,885
Translation difference	1,900,844	3,794,213	65,205,914	(34,620)	(24,983)	70,841,368
At 31 December 2024	<u>(55,705,268)</u>	<u>(179,618,340)</u>	<u>(1,137,000,223)</u>	<u>(16,123,007)</u>	<u>1,650,059</u>	<u>(1,386,796,779)</u>
Net Book Value:						
At 31 December 2024	<u>29,868,322</u>	<u>287,896,705</u>	<u>654,041,317</u>	<u>9,174,007</u>	<u>154,036,101</u>	<u>1,135,016,452</u>
At 31 December 2023	<u>18,044,483</u>	<u>209,872,073</u>	<u>582,559,870</u>	<u>8,344,506</u>	<u>149,122,134</u>	<u>967,943,066</u>

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8 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

- 1 As at 31 December 2024 and 2023, the category 'Others' comprises IT equipment, furniture and fixtures, and motor vehicles.
- 2 Telecom Malagasy SA has made a re-presentation between cost and accumulated depreciation in respect of its property, plant, and equipment for the year ended 31 December 2023. Thus, reclassification adjustments have been made.
- 3 Togocom and its subsidiaries ("Togocom Group") and Saga Africa Holdings Limited SA have made changes in the presentation of their property, plant and equipment to and from intangible assets on reviewing the nature of each asset during the year ended 31 December 2024 and 2023.
- 4 Togocom Group and Stellar IX has made a reclassification from advance payments (in trade and other receivables) to work in progress during the year ended 31 December 2024.
- 5 As part of its network improvement programmes, the Group undertook the replacement of several pieces of equipment deemed outdated. As a result, the Group has included an impairment loss of USD 1,139,329 (2023: USD 6,319,010 (refer to Note 44)) for the year ended 31 December 2024.

Pledge assets

The Group has pledged part of the value of its technical assets as collateral for bank borrowings in its Madagascar, Uganda and Togo jurisdictions. Please refer to note 20 for a description of the pledges.

The cash flow on acquisitions of property, plant and equipment during the year is as follows:

	Group	
	2024	2023
	USD	USD
Acquisitions during the year	320,089,114	366,333,304
Movement in advances to suppliers for purchase of property, plant and equipment	(4,308,269)	(234,983)
Movement in unpaid amount on acquisition of property, plant and equipment	5,218,861	(56,386,936)
	<u>320,999,706</u>	<u>309,711,385</u>

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9 INTANGIBLE ASSETS

Cost:	Software USD	Licence USD	Assets in progress USD	IRU USD	International bandwidth Capacity USD	Networking USD	Customer related assets USD	Brand USD	Others ¹ USD	Total USD
At 01 January 2023	28,819,123	220,497,869	20,185,043	26,730,469	13,417,653	1,303,820	49,040,544	16,048,894	10,693,666	386,737,081
Reclassification from depreciation ²	14,004,188	(2,586,230)	-	(1,551)	-	(9,856)	-	-	(10,943,913)	462,638
Acquisition through business combinations (Note 26)	720,043	48,896,346	-	-	-	14,091,818	13,853,110	3,387,799	-	80,949,116
Additions	1,071,917	5,715,626	20,163,746	-	-	706,889	-	-	-	27,658,178
Transfer from assets in progress	6,434,657	473,826	(13,555,249)	-	-	6,646,766	-	-	-	-
Reclassification from property, plant & equipment (Note 8) ³	696,065	41,914	-	-	-	-	-	-	-	737,979
Transfer to inventories	-	46,303	-	-	-	-	-	-	-	46,303
Disposals and scrap	(6,758)	-	-	-	-	(443,675)	-	-	-	(450,433)
Translation difference	604,783	(179,897)	340,842	(1,239,625)	250,864	760,830	(785,822)	(3,659,559)	255,614	(3,651,970)
At 31 December 2023	<u>52,344,018</u>	<u>272,905,757</u>	<u>27,134,382</u>	<u>25,489,293</u>	<u>13,668,517</u>	<u>23,056,592</u>	<u>62,107,832</u>	<u>15,777,134</u>	<u>5,367</u>	<u>492,488,892</u>
At 01 January 2024	52,344,018	272,905,757	27,134,382	25,489,293	13,668,517	23,056,592	62,107,832	15,777,134	5,367	492,488,892
Reclassification from depreciation ²	-	-	-	(748,695)	-	1,671,133	-	-	-	922,438
Acquisition through business combinations (Note 26)	9,030,139	-	-	-	-	-	4,222,565	1,070,938	-	14,323,642
Additions	1,181,985	25,735,351	31,933,822	548,437	-	365,758	-	-	40,342	59,805,695
Transfer from assets in progress	9,843,333	1,786,953	(28,388,205)	-	-	16,757,919	-	-	-	-
Reclassification from property, plant & equipment (Note 8) ³	4,094	-	6,345	5,008,821	-	-	-	-	459,349	5,478,609
Disposal of subsidiary (Note 46)	(4,096)	-	-	-	-	-	-	-	-	(4,096)
Disposals and scrap	(53,827)	(25,784)	(13,068)	(181)	-	-	-	-	-	(92,860)
Translation difference	(3,349,758)	(13,079,021)	(221,736)	747,808	-	(1,954,377)	(1,668,382)	2,896,948	191,178	(16,437,340)
At 31 December 2024	<u>68,995,888</u>	<u>287,323,256</u>	<u>30,451,540</u>	<u>31,045,483</u>	<u>13,668,517</u>	<u>39,897,025</u>	<u>64,662,015</u>	<u>19,745,020</u>	<u>696,236</u>	<u>556,484,980</u>

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9 INTANGIBLE ASSETS (CONTINUED)

	Software USD	Licence USD	Assets in progress ⁵ USD	IRU USD	International bandwidth Capacity USD	Networking USD	Customer related assets USD	Brand USD	Others ¹ USD	Total USD
Amortisation:										
At 01 January 2023	(25,082,813)	(120,701,424)	-	(2,423,040)	(1,727,220)	(94,101)	(9,457,252)	(1,370,519)	(7,144,645)	(168,001,014)
Reclassification to cost ²	(9,057,441)	1,401,871	-	(266)	-	9,856	-	-	7,183,342	(462,638)
Charge for the year (Note 5)	(4,158,227)	(10,718,268)	-	(3,100,852)	(900,525)	(1,319,468)	(12,335,799)	(4,454,839)	(480)	(36,988,458)
Impairment (Note 5)	(7,100)	-	-	(97)	-	-	-	-	-	(7,197)
Reclassification to property, plant and equipment ³ (Note 8)	(696,065)	(6,334)	-	-	-	-	-	-	-	(702,399)
Disposals and scrap	-	-	-	-	-	443,675	-	-	-	443,675
Translation difference	(658,637)	263,631	-	(405,282)	(32,293)	(19,334)	196,429	1,217,928	(43,584)	518,858
At 31 December 2023	(39,660,283)	(129,760,524)	-	(5,929,537)	(2,660,038)	(979,372)	(21,596,622)	(4,607,430)	(5,367)	(205,199,173)
At 01 January 2024	(39,660,283)	(129,760,524)	-	(5,929,537)	(2,660,038)	(979,372)	(21,596,622)	(4,607,430)	(5,367)	(205,199,173)
Reclassification to cost ²	(1,683,268)	1,683,523	-	(882,481)	-	(40,212)	-	-	-	(922,438)
Charge for the year (Note 5)	(6,145,807)	(18,490,133)	-	(4,162,327)	(900,525)	(5,727,865)	(12,042,707)	(6,728,541)	(20,271)	(54,218,176)
Impairment (Note 5) ⁴	-	-	(13,068)	-	-	-	-	(6,620,616)	-	(6,633,684)
Reclassification to property, plant and equipment ³ (Note 8)	-	-	-	(127,386)	-	-	-	-	-	(127,386)
Disposal of subsidiary (Note 46)	196	-	-	-	-	-	-	-	-	196
Disposals and scrap	3,008	-	13,068	181	-	-	-	-	-	16,257
Translation difference	2,297,910	8,138,309	-	(549,813)	-	425,426	(781,470)	(1,788,433)	(153,400)	7,588,529
At 31 December 2024	(45,188,244)	(138,428,825)	-	(11,651,363)	(3,560,563)	(6,322,023)	(34,420,799)	(19,745,020)	(179,038)	(259,495,875)
Net Book Value :										
At 31 December 2024	23,807,644	148,894,431	30,451,540	19,394,120	10,107,954	33,575,002	30,241,216	-	517,198	296,989,105
At 31 December 2023	12,683,735	143,145,233	27,134,382	19,559,756	11,008,479	22,077,220	40,511,210	11,169,704	-	287,289,719

¹Others include other licences and IT support.²Telecom Malagasy SA and Honora Tanzania Public Limited Company have made a re-presentation between cost and accumulated amortisation in respect of their intangible assets for the years ended 31 December 2024 and 2023. Thus, reclassification adjustments have been made.³Togocom, Maya Africa Holding Ltd and their subsidiaries have made changes in the presentation of their intangible assets to and from property, plant and equipment on reviewing the nature of each intangible assets for the years ended 31 December 2024 and 2023.⁴Following the rebranding of our mobile and mobile money operations in November 2024, the Zantel brand, the Tigo brand, the Telma Comoros brand, and the Free brand were fully impaired as at 31 December 2024.⁵Assets in progress relate to assets (mainly licences and software) purchased but not yet brought into use.

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9 INTANGIBLE ASSETS (CONTINUED)

The cash flow on acquisitions of intangible assets during the year is as follows:

	2024 USD	2023 USD
Acquisitions during the year	59,805,695	27,658,178
Movement in advances to suppliers for purchase of intangibles assets	<u>(13,336,540)</u>	<u>15,887,241</u>
	<u>46,469,155</u>	<u>43,545,419</u>

The Group has not pledged any intangible assets.

10 INVESTMENTS IN SUBSIDIARIES

The details of the investments in subsidiaries are as follows:

	Company	
	2024 USD	2023 USD
At 01 January	215,490,814	137,257,269
Acquisition during the year	14,392,747	75,381,392
Transfer from investment in associate (Note 11)	3,718,867	2,852,164
Disposal of shares	-	(11)
At 31 December	<u>233,602,428</u>	<u>215,490,814</u>

Details pertaining to the investments in subsidiaries at 31 December 2024 and 31 December 2023 are as follows:

Name of subsidiary	Country of incorporation	Proportion of ordinary shares held directly by the parent		Proportion of ordinary shares held indirectly by the parent		Principal activities
		2024	2023	2024	2023	
		%	%	%	%	
Telecom Malagasy SA	Madagascar	80.8	80.8	-	-	Telecommunications
AfricaFiber Madagascar SA	Madagascar	-	-	80.8	-	Telecommunications
Towerco of Africa Limited	Mauritius	100	100	-	-	Holding company & technical support services
Towerco of Africa Uganda Limited	Uganda	-	-	90	90	Construction and operation of telecommunication infrastructures
Towerco of Africa Madagascar SA	Madagascar	-	-	99.7	99.7	Construction and operation of telecommunication infrastructures
Towerco of Africa Tanzania Limited	Tanzania	-	-	80	80	Construction and operation of telecommunication infrastructures
Global Crossing	Mauritius	100	100	-	-	Holding company & telecommunications

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10 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details pertaining to the investments in subsidiaries at 31 December 2024 and 31 December 2023 are as follows (continued):

Name of subsidiary	Country of incorporation	Proportion of ordinary shares held directly by the parent		Proportion of ordinary shares held indirectly by the parent		Principal activities
		2024	2023	2024	2023	
		%	%	%	%	
Agou Holding SASU	Togo	100	100	-	-	Holding company
Societe Holding Togolaise des Communications Electroniques SA (Togocom)	Togo	-	-	51	51	Telecommunications
Togo Cellulaire SA Societe des Telecommunications du Togo SA (Togo Telecom)	Togo	-	-	51	51	Telecommunications
Togo Cellulaire SA	Togo	-	-	51	51	Telecommunications
Silver Links Limited	United Arab Emirates	100	100	-	-	Trading in internet capacity
Stellar-IX Data Centers Ltd	Mauritius	100	100	-	-	Holding company
TODRC Holding Limited	Mauritius	-	-	70	70	Holding company
Towerco of Africa DRC	Democratic Republic of Congo	-	-	70	70	Construction and operation of telecommunication infrastructures
Towerco of Africa Senegal SA	Senegal	-	-	80	-	Construction and operation of telecommunication infrastructures
Honora Holdings Ltd	Mauritius	80	80	-	-	Holding company
Stellar-IX SA	Madagascar	-	-	100	100	Data center services
Stellar-IX Tanzania Limited	Tanzania	-	-	80	80	Data center services
Stellar-IX SAU (formerly known as Sen Connect SA)	Senegal	-	-	100	100	Data center services
Axian Support Services Limited	Mauritius	100	100	-	-	Holding company & management services
Pulse	Madagascar	-	-	100	100	Marketing and communication services
Connecteo SUARL	Senegal	-	-	100	100	Marketing and communication services
Connecteo SARLU	Togo	-	-	100	100	Marketing and communication services

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10 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details pertaining to the investments in subsidiaries at 31 December 2024 and 31 December 2023 are as follows (continued):

Name of subsidiary	Country of incorporation	Proportion of ordinary shares held directly by the parent		Proportion of ordinary shares held indirectly by the parent		Principal activities
		2024 %	2023 %	2024 %	2023 %	
Connecteo SARL	Madagascar	-	-	100	100	Marketing and communication services
Axian Telecom Kenya Limited	Kenya	100	100	-	-	Management services
Axian Financial Services Ltd	Mauritius	100	100	-	-	Holding company
Axian University (formerly known as NEXTA)	Madagascar	-	-	100	100	Business support
MVola SA	Madagascar	-	-	80.2	80.2	Mobile banking services
Finteko Burkina Faso	Burkina Faso	-	-	100	100	Business support
Finteko Niger	Niger	-	-	100	100	Business support
Finteko Guinee SA	Guinea Conakry	-	-	100	100	Business support
Finteko Guine Bissau	Guine Bissau	-	-	100	100	Business support
Finteko Mali	Mali	-	-	100	100	Business support
Finteko Cote D'Ivoire SA	Côte d'Ivoire	-	-	100	100	Business support
Finteko France SAS	France	-	-	100	100	Business support
Finteko Benin	Benin	-	-	100	100	Business support
Sanko	Madagascar	-	-	-	99	Insurance broker services
Axian Telecom Côte D'Ivoire	Côte d'Ivoire	100	100	-	-	Management services
Discovery Place Ltd	Mauritius	100	100	-	-	Holding company
Meta Market Ltd	Mauritius	100	100	-	-	Holding company
Comete.AI SAS	France	-	-	72.5	72.5	Business support
Axian Telecom Middle East Management and Technical Services Limited	United Arab Emirates	100	100	-	-	Holding company, management services and procurement
Honora Tanzania Public Limited Company	Tanzania	-	-	78.4	78.4	Telecommunications

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10 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details pertaining to the investments in subsidiaries at 31 December 2024 and 31 December 2023 are as follows (continued):

Name of subsidiary	Country of incorporation	Proportion of ordinary shares held directly by the parent		Proportion of ordinary shares held indirectly by the parent		Principal activities
		2024	2023	2024	2023	
		%	%	%	%	
Zanzibar Telecom Public Limited Company	Tanzania	-	-	78.4	78.4	Telecommunications
Zantel Mobile Financial Services Solutions Limited	Tanzania	-	-	78.4	78.4	Mobile banking services
Honora Tanzania Mobile Solutions Limited	Tanzania	-	-	78.4	78.4	Mobile banking services
The registered trustees of Millicom Tanzania Mobile Solutions	Tanzania	-	-	78.4	78.4	Trust
Telesis Tanzania Limited	Tanzania	-	-	78.4	78.4	Telecommunications
Maya Africa Holding Ltd	Mauritius	80	80	-	-	Holding company
Saga Africa Holdings Ltd	Mauritius	-	-	80	80	Holding company
Maya Senegal N.V.	Curacao	-	-	80	80	Holding company
Saga Africa Holdings Limited SA	Senegal	-	-	80	80	Telecommunications
Mobile Cash SA	Senegal	-	-	80	80	Mobile banking services
Telecom Comores Holding Ltd	Mauritius	93.28	-	-	-	Holding company
Holdco SA	Comoros	-	-	93.28	-	Holding company
Telecom Comores SA (Telco)	Comoros	-	-	93.28	-	Telecommunications
Telco Money SA	Comoros	-	-	93.28	-	Mobile banking services
TMoney SA	Togo	-	-	51	-	Mobile banking services
Axian Telecom Support Services SA	Madagascar	-	-	100	-	Business support
Axian Telecom Fibre Limited	Mauritius	100	-	-	-	Holding company
Fiberco Senegal SA	Senegal	-	-	80	-	Telecommunications

As at 31 December 2024, the directors have assessed the recoverable amounts of the investments in subsidiaries and they are of the opinion that investments in subsidiaries have not suffered any impairment.

The Company has provided letters of support to some of its subsidiaries, to assist them in meeting their financial obligations, when required.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****10 INVESTMENTS IN SUBSIDIARIES (CONTINUED)****2024**

On incorporation of Axian Telecom Fibre Ltd on 12 January 2024, the Company was allotted 100 Ordinary Shares of USD 1 each representing 100% of the share capital of the subsidiary, equivalent to a total cost of USD 100.

On 24 June 2024, the Group, through its subsidiary Axian Telecom Fibre Ltd has set up a subsidiary in Senegal under the name of Fiberco Senegal SA and has subscribed for 800 shares of FCFA 10,000 each, representing 80% of its shareholding, equivalent to a total cost of USD 13,295.

In 2024, the Group, through its subsidiary Axian Support Services Ltd has set up a subsidiary in Madagascar under the name of Axian Telecom Support Services SA and has subscribed for 50 shares for an amount of MGA 10,000,000, representing 100% of its shareholding, equivalent to a total cost of USD 2,273.

In 2024, the Group, through its subsidiary Towerco of Africa Ltd has set up a subsidiary in Senegal under the name of Towerco of Africa Senegal SA and has subscribed for 72,800 shares for an amount of FCFA 728,000,000, representing 80% of its shareholding, equivalent to a total cost of USD 1,168,897.

In 2024, the Group, through its subsidiaries Axian Financial Services Ltd and Togocom has set up a subsidiary in Togocom under the name of Tmoney SA and has subscribed for 99,999 shares for an amount of FCFA 10,000 representing 51% of its shareholding, equivalent to a total cost of USD 165.

On 27 March 2024, the Group, through its subsidiary Telecom Malagasy SA has set up a subsidiary in Madagascar under the name of AfricaFiber Madagascar SA and has subscribed for 500 shares of MGA 20,000 each representing 100% of its shareholding, equivalent to a total cost of USD 2,296.

On 31 May 2024, the Company completed the acquisition of an additional 50% of the issued share capital of Telecom Comores Holding Limited, being the parent company of our joint operations in Comoros (together with the parent company referred to as "Telma Comoros"). The Company thereafter directly and indirectly controlled 93.28% of the voting rights in Telma Comoros, allowing it to control and financially consolidate the operations of Telma Comoros.

On incorporation of Axian Finance Ltd on 29 January 2024, the Company was allotted 100 Ordinary Shares of USD 1 each representing 100% of the share capital of the subsidiary, equivalent to a total cost of USD 100.

As part of the restructuring, on 28 March 2024, Axian Financial Services Ltd has disposed its 99% stake in Sanko to Axian Finance Ltd. On 29 October 2024, Axian Financial Services Ltd has also disposed its 10% and 41.57% stake in BNI Madagascar and Indian Ocean Financial Holdings Limited respectively to Axian Finance Ltd.

On 31 December 2024, the Company has subscribed to 28,209,336 additional ordinary shares of par value USD 1 each, amounting to USD 28,209,336, which is offset against amount due by Axian Finance Ltd to the Company. On 31 December 2024, the Company has distributed its investment in Axian Finance Ltd, having a total value of USD 28,209,436, to its holding company, Axian Telecom Holding and Management Ltd, as dividend in kind (Refer to Note 46).

2023

As per the directors' resolution dated 12 January 2023, the Company disposed of the 1 ordinary share of par value USD 1 each held in the capital of Prime Africa Real Estate Ltd (formerly known as Tigo IPO SPV Ltd), in favour of Mr. Hassanein Shahreza Hiridjee, for a total consideration of USD 1.

On incorporation of Axian Telecom Kenya Limited on 04 May 2023, the Company was allotted 100 Ordinary Shares of KES 1,000 each representing 100% of the share capital of the subsidiary, equivalent to a total cost of USD 730.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****10 INVESTMENTS IN SUBSIDIARIES (CONTINUED)****2023 (continued)**

As per the directors' resolution dated 31 December 2023, the Company has disposed 10 ordinary shares of USD 1 held in Honora Holdings Ltd to Next Telco Ltd, for a consideration of USD 10.

As per the share transfer agreement dated 20 July 2023, the Company has acquired the 20% non-controlling interest in Agou Holding SASU from ECP Africa Fund IV LLC and ECP Africa Fund IV A LLC together ("ECP"), and the loan receivable of USD 9.8m by ECP from Agou Holding SASU, for a consideration of EUR 29 million (equivalent to USD 32 million). The purchase of minority interest amounts to USD 22.4 million, which is the difference between the aggregate consideration of USD 32.2 million and the extinguishment of USD 9.8 million of the loans owing to the non-controlling interest.

Following the directors' resolution dated 02 October 2023 and 'Contract de Cession d'Actions' dated 23 June 2023 entered into between NJJ North Atlantic and Axian Telecom, whereby NJJ North Atlantic resolved to transfer all of its shares held in the Maya Africa Holding Limited, that is, of 2,067,115.20 ordinary shares of no-par value, representative of 40% of the shareholding, to Axian Telecom, for a total consideration of EUR 50 million (equivalent to USD 53 million). Following the transfer of shares, Axian Telecom now holds 80% shareholding in Maya Africa Holding Limited. The transaction results in a change of control and thus has been accounted for under IFRS 3 Business Combinations (refer to note 26).

On 10 April 2023, the Group acquired 100% of the share capital of Stellar-IX SAU (formerly known as Sen Connect SA), a company providing data center services in Senegal. The Group acquired the shares through its subsidiary Stellar IX Data Centers Limited for a consideration of USD 1 (Refer to Note 26).

On 30 January 2023, the Group, through its subsidiary TODRC Holding Ltd, has set up a subsidiary in Democratic Republic of Congo under the name of Towerco of Africa DRC and has subscribed for 288,000 ordinary shares for a consideration of USD 2,880,000.

On 17 February 2023, the Group, through its subsidiary Stellar IX Data Centers Ltd has set up a subsidiary in Tanzania under the name of Stellar-IX Tanzania Limited and has subscribed for 8,000 shares of TZS 2,332 each, representing 80% of its shareholding, equivalent to a total cost of USD 7,981.

On 14 December 2023, the Group has disposed emediaplace Ltd and its subsidiary Madaplace for a consideration of EUR 100 (equivalent to USD 112). Refer to Note 47.

On 18 December 2023, the Group through its subsidiary Axian Telecom Middle East Management and Technical Services Ltd, has set up a subsidiary in France under the name of Comete AI and has subscribed for 181,250 shares of EUR 1 each, representing 72.5% of its shareholding, equivalent to a total cost of EUR 181,250 (equivalent to USD 198,206).

On 31 December 2023, the Group through its subsidiary Honora Tanzania Public Limited Company has allotted 15,027,129 ordinary shares of TZS 100 each to the Revolutionary Government of Zanzibar. The allotment has increased the shareholding of the Revolutionary Government of Zanzibar in Honora Tanzania Public Limited Company from 1.5% to 2%.

AXIAN TELECOM

**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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10 INVESTMENTS IN SUBSIDIARIES (CONTINUED)
2023 (continued)

Management has performed an assessment in relation to control in accordance with IFRS 10 consolidated financial statements. Whilst ascertaining control of the Group over each of the companies named-above, the following elements have been identified as the determining factors:

- The Group is exposed and have rights, to variable returns from its involvement with the subsidiary in terms of dividend and strategic benefits from its involvements with the subsidiaries.
- The Group has the power to direct (and to prevent other to direct) the relevant activities of the investees, which include research and development, determining the funding structure, managing financial assets & investment decisions, decision on purchase and sales of goods, services, assets and other contractual rights.
- In addition, the Group has the right to appoint or remove decision makers including key management personnel such as managing director, chief financial officers, chief technical officers amongst others.
- The Group also has voting rights and the right to elect the majority of Directors on the Board.

As a conclusion, the Group has control over its acquired subsidiaries by way of power to govern the financial and operating policies of these entities so as to obtain benefits from its activities.

11 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES

The Group and the Company held shares in the following joint ventures and associates as at 31 December 2024 and 31 December 2023:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	73,213,174	61,522,220	3,718,867	6,571,031
Reversal of impairment (Note 5)	-	54,029	-	-
Share of profit in joint ventures and associates	21,284,475	20,371,643	-	-
Dividend received from/declared by joint ventures and associates	(17,161,620)	(10,161,001)	-	-
Transfer to investment in subsidiaries	(8,886,340)	-	(3,718,867)	(2,852,164)
Disposal of investment in associates (Note 46)	(25,849,306)	-	-	-
Gain on deconsolidation of associate (Note 38)	864,981	-	-	-
Share of translation reserves	(3,404,237)	1,426,283	-	-
At 31 December	<u>40,061,127</u>	<u>73,213,174</u>	<u>-</u>	<u>3,718,867</u>

During the year ended 31 December 2024, the Group distributed its shareholding in BNI Madagascar held by its subsidiary Axian Finance Ltd. (Refer to Note 46).

Based on the cash flow projections of the joint ventures, the directors are of the opinion that the investments in joint ventures have not suffered any impairment. Refer to note 4 for more details on the assessment of the indicators of impairment of investments in joint ventures.

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FOR THE YEAR ENDED 31 DECEMBER 2024

11 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (CONTINUED)

Details pertaining to the investment in joint ventures and associates at 31 December 2024 and 2023 are as follows:

Name of company	Country of Incorporation/ place of activity	Class of shares held	% holding		Direct/ Indirect	Relationship	Activities
			31 Dec 2024	31 Dec 2023			
Telecom Comores Holding Ltd	Mauritius	Ordinary	-	15.00%	Direct	Joint venture	Holding company
Telecom Comores Holding Ltd	Mauritius	Ordinary	-	43.30%	Direct & Indirect	Joint venture	Holding company
Telecom Reunion Mayotte	France	Ordinary	50.00%	50.00%	Indirect	Joint venture	Holding company
Telco OI Société	France	Ordinary	50.00%	50.00%	Indirect	Joint venture	Telecommunications
D'Exploration et de Promotion Iliad Axian	Reunion	Ordinary	50.00%	50.00%	Indirect	Joint venture	Real estate
BNI Madagascar Indian Ocean Financial Holdings Limited	Madagascar	Ordinary	-	31.20%	Direct & Indirect	Associate	Banking
	Mauritius	Ordinary	-	41.60%	Direct	Associate	Investment holding

In March 2024, the Company signed an agreement to acquire a further 50% equity interest in its joint venture Telecom Comores Holding Ltd and its subsidiaries. The transaction was completed on 31 May 2024 resulting in the Group owning an effective interest of 93.28% in Telecom Comores Holding Ltd and its subsidiaries, allowing it to control and financially consolidate the companies from that date. Hence, the investment in Telecom Comores Holding Ltd was derecognised as an investment in joint venture during the year ended 31 December 2024 (Refer to Note 26).

Telecom Reunion Mayotte is a telecommunication operator and service provider. It is a strategic investment for the Group which complements the telecommunication services being provided by the Group.

Société d'Exploration et de Promotion Iliad Axian operates in the real estate development and is not significant to the Group.

Summarised statement of financial position of the joint ventures and associates

The tables below provide summarised financial information for those joint ventures and associates. The information disclosed reflects the amounts presented in the financial statements of the relevant joint ventures and associates and not the Group's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

The financial statements of the joint ventures and associates are prepared under IFRS Accounting Standards as issued IASB, except for Société D'Exploration et de Promotion Iliad Axian which is prepared under French GAAP. The impact of conversion to IFRS Accounting Standards as issued by IASB for Société d'Exploration et de Promotion Iliad Axian is not material to the Group.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

11 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (CONTINUED)

Summarised statement of financial position of the joint ventures and associates (continued)

(a) Telecom Comores Holdings Ltd

<i>Summarised statement of financial position</i>	2023 USD
Current assets	6,562,530
Current liabilities	<u>(25,968,024)</u>
Current liabilities – net	<u>(19,405,494)</u>
Non-current assets	41,786,209
Non-current liabilities	<u>(4,386,403)</u>
Non-current assets – net	<u>37,399,806</u>
Assets – net	<u><u>17,994,312</u></u>

The above amounts of assets and liabilities include the following:

Cash and cash equivalents	5,127,438
Current financial liabilities excluding trade payables and provisions:	
Current	5,449,631
Non-current	3,325,939
Bank overdraft	165

Summarised statement of comprehensive income	2024 USD	2023 USD
Revenue	32,936,644	27,004,472
Profit for the year	252,513	2,234,344
Other comprehensive loss net of tax	-	(137)
Total comprehensive income for the year	252,513	2,234,207

The above profit for the year includes the following:

Depreciation and amortisation of non-current assets	8,220,586	6,262,604
Finance income	132,100	1,638,577
Finance costs	2,959,249	970,541
Income tax expense	293,827	278,034
Group's share of profit	397,558	967,022
Group's share of other comprehensive loss	164,137	262,697

Reconciliation of the carrying amount of the investment in joint venture:

	2023 USD
At 01 January	15,153,001
Profit for the year	2,234,344
Other comprehensive loss	(137)
Translation difference	<u>607,104</u>
At 31 December	<u><u>17,994,312</u></u>
Direct and indirect percentage holding held by the Group in the joint venture	43.28%
Carrying amount	<u><u>7,787,938</u></u>

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11 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (CONTINUED)

Summarised statement of financial position of the joint ventures and associates (continued)

(b) Telecom Reunion Mayotte

Summarised statement of financial position

	2024 USD	2023 USD
Current assets	42,575,380	46,045,636
Current liabilities	<u>(51,124,449)</u>	<u>(52,000,443)</u>
Current (liabilities) – net	<u>(8,549,069)</u>	<u>(5,954,807)</u>
Non-current assets	157,194,779	165,722,196
Non-current liabilities	<u>(68,735,150)</u>	<u>(75,973,638)</u>
Non-current assets – net	<u>88,459,629</u>	<u>89,748,558</u>
Assets – net	<u><u>79,910,560</u></u>	<u><u>83,793,751</u></u>

The above amounts of assets and liabilities include the following:

	2024 USD	2023 USD
Cash and cash equivalents	14,714,656	20,115,197
Financial liabilities (excluding trade payables and provisions):		
Current	12,571,760	24,250,111
Non-current	65,144,987	72,999,557

Summarised statement of comprehensive income

Revenue	91,559,226	89,784,383
Profit for the year	21,065,469	22,058,791
Total comprehensive income for the year	21,065,469	22,058,791

The above profit for the year includes the following:

Depreciation and amortisation of non-current assets	11,484,017	5,051,986
Finance costs	3,269,501	1,111,372
Income tax expense	7,934,978	7,808,795
Group's share of profit	10,532,735	11,029,396
Group's share of other comprehensive (loss)/income	(2,804,854)	1,439,670

Reconciliation of the summarised financial information presented to the carrying amount of its interest in the joint venture:

At 01 January	83,793,751	75,072,137
Dividend paid	(19,338,950)	(16,216,522)
Profit for the year	21,065,469	22,058,791
Translation difference	<u>(5,609,710)</u>	<u>2,879,345</u>
At 31 December	<u><u>79,910,560</u></u>	<u><u>83,793,751</u></u>
Direct percentage holding held by the Group in the joint venture	50.00%	50.00%
Carrying amount	39,955,280	41,896,876

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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11 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (CONTINUED)

Summarised statement of financial position of the joint ventures and associates (continued)

(c) Société D'Exploration et de Promotion Iliad Axian

Summarised statement of financial position

	2024 USD	2023 USD
Current assets	68,468	198,594
Current liabilities	<u>(6,156,335)</u>	<u>(7,126,714)</u>
Current liabilities – net	<u>(6,087,867)</u>	<u>(6,928,120)</u>
Non-current assets	6,299,562	7,093,502
Non-current liabilities	<u>-</u>	<u>-</u>
Non-current assets – net	<u>6,299,562</u>	<u>7,093,502</u>
Assets - net	<u><u>211,695</u></u>	<u><u>165,382</u></u>

The above amounts of assets and liabilities include the following:

Cash and cash equivalents	48,559	49,078
Current financial liabilities excluding trade payables and provisions:		
Current	5,313,777	6,855,748

Summarised statement of comprehensive income

Revenue	562,884	530,810
Profit for the year	59,588	35,032
Total comprehensive income for the year	59,588	35,032

The above profit for the year includes the following:

Finance costs	106,062	105,680
Income tax expense	18,972	10,027
Group's share of profit	29,793	26,537
Group's share of other comprehensive (loss)/income	(6,638)	2,130

Reconciliation of the summarised financial information presented to the carrying amount of its interest in the joint venture:

	2024 USD	2023 USD
At 01 January	165,382	-
Profit for the year	59,588	35,032
Unrecognised share of profit in prior years	-	18,042
Reversal of impairment	-	108,058
Translation difference	<u>(13,276)</u>	<u>4,250</u>
At 31 December	<u><u>211,694</u></u>	<u><u>165,382</u></u>

	2024	2023
Direct percentage holding held by the Group in the joint venture	50.00%	50.00%
Carrying amount	<u><u>105,847</u></u>	<u><u>82,691</u></u>

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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11 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (CONTINUED)

Summarised statement of financial position of the joint ventures and associates (continued)

(d) BNI Madagascar

Summarised statement of financial position

	2023 USD
Current assets	866,813,939
Current liabilities	<u>(758,152,618)</u>
Current assets – net	<u>108,661,321</u>
Non-current assets	20,382,321
Non-current liabilities	<u>(54,950,288)</u>
Non-current liabilities – net	<u>(34,567,967)</u>
Assets – net	<u><u>74,093,354</u></u>

The above amounts of assets and liabilities include the following:

Cash and cash equivalents	137,565,464
Current financial liabilities excluding trade payables and provisions:	
Current	712,900,290
Non-current	54,950,288

Summarised statement of comprehensive income

	2024 USD	2023 USD
Revenue	123,206,306	13,441,842
Profit for the year	30,389,962	26,357,781
Total comprehensive income for the year	30,389,962	26,357,781
<i>The above profit for the year includes the following:</i>		
Depreciation and amortisation of non-current assets	-	3,962,888
Finance income	-	74,746,397
Finance costs	1,729	24,287,159
Income tax expense	5,852,534	7,301,415
Group's share of profit	10,655,811	8,223,628
Group's share of other comprehensive loss	(431,488)	(290,081)

Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:

	2023 USD
At 01 January	55,244,625
Profit for the year	26,357,781
Dividend	(6,579,298)
Translation difference	<u>(929,754)</u>
At 31 December	<u><u>74,093,354</u></u>
Direct percentage holding held by the Group in the associate	31.20%
Carrying amount	23,117,126

During the year ended 31 December 2024, the Group distributed its shareholding in BNI Madagascar held by its subsidiary Axian Finance Ltd. (Refer to Note 46).

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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11 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (CONTINUED)

Summarised statement of financial position of the joint ventures and associates (continued)

(e) Indian Ocean Financial Holdings Limited

Summarised statement of financial position

	2023 USD
Current assets	1,004,587
Current liabilities	<u>(179,050)</u>
Current assets – net	<u>825,537</u>
Non-current assets	21,102,099
Non-current liabilities	<u>-</u>
Non-current assets – net	<u>21,102,099</u>
Assets – net	21,927,636
Less: Investment in BNI Madagascar*	(21,102,099)
Less: Dividend received from BNI Madagascar	(17,705,348)
Add: Dividend paid by Indian Ocean Financial Holdings Limited	<u>17,670,147</u>
Adjusted net assets	<u><u>790,336</u></u>

- * The investment held by Indian Ocean Financial Holdings Limited in BNI Madagascar has been excluded as it has already been considered in the equity accounting of BNI Madagascar by Axian Financial Services Ltd. The effective ownership interest has been used on equity accounting of BNI Madagascar.

The above amounts of assets and liabilities include the following:

	2023 USD
Cash and cash equivalents	639,245

Summarised statement of comprehensive income

	2024 USD	2023 USD
Revenue	1,776	1,089,531
(Loss)/ Profit for the year	(1,456,810)	300,840
Total comprehensive (loss)/income for the year	(1,456,810)	300,840

The above profit for the year includes the following:

Finance income	222,053	3,007
Income tax expense	1,247,536	385,713
Group's share of (loss)/profit	(331,422)	125,060
Group's share of other comprehensive income	2,880	11,867

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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11 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (CONTINUED)

Summarised statement of financial position of the joint ventures and associates (continued)

(e) Indian Ocean Financial Holdings Limited (continued)

Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:

At 01 January	460,931
Profit for the year	300,840
Translation difference	<u>28,565</u>
At 31 December	<u><u>790,336</u></u>
Direct percentage holding held by the Group in the associate	41.57%
Carrying amount	<u><u>328,543</u></u>

During the year ended 31 December 2024, the Group distributed its shareholding in Indian Ocean Financial Holdings Limited held by its subsidiary Axian Finance Ltd (Refer to Note 46).

12 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Non-current				
Trade receivables	3,658,789	2,524,351	-	-
Other receivables	7,632,740	1,775,996	-	-
Receivable from authorities	-	11,375,635	-	-
Prepayments and advances	-	14,129,779	-	-
	<u>11,291,529</u>	<u>29,805,761</u>	<u>-</u>	<u>-</u>
Current				
Trade receivables - gross	207,300,675	173,198,424	6,012,281	1,072,043
Expected credit losses - trade receivables	<u>(43,158,089)</u>	<u>(37,764,917)</u>	<u>-</u>	<u>-</u>
Trade receivables - net	164,142,586	135,433,507	6,012,281	1,072,043
Other receivables*	33,252,507	30,769,220	3,375,139	1,999,820
Withholding tax receivable	-	4,290,488	-	-
Amount receivable from subsidiaries (Note 24 (d))	-	-	53,411,674	61,725,795
Amount receivable from related parties (Note 24 (c))	2,348,936	9,102,766	86,218	355,196
Receivable from authorities	53,360,602	57,577,456	-	-
Prepayments and advances	53,655,607	32,941,160	36,019	36,027
Contract assets and costs	2,638,962	4,846,041	-	-
Expected credit losses - other receivables	<u>(6,257,782)</u>	<u>(4,269,066)</u>	<u>-</u>	<u>-</u>
	<u>303,141,418</u>	<u>270,691,572</u>	<u>62,921,331</u>	<u>65,188,881</u>
Total trade and other receivables	<u><u>314,432,947</u></u>	<u><u>300,497,333</u></u>	<u><u>62,921,331</u></u>	<u><u>65,188,881</u></u>

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**
12 TRADE AND OTHER RECEIVABLES (CONTINUED)

* The 'Other receivables' pertain mostly to grants receivable from government institutions in several jurisdictions, interest receivable on financial assets and receivables from staff.

Trade and other receivables are not secured and not interest-bearing. Allowances for expected credit losses for trade and other receivables have been assessed on an individual basis (in cases where the entity has few customers), or on a collective basis under the 'expected credit loss' model (in cases where the entity has a large number of homogenous customers).

Movements on the Group's expected credit losses of trade and other receivables are as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	42,033,983	27,004,633	-	-
Acquisition through business combination	359,336	19,771,735	-	-
Charge for the year	7,015,840	2,294,447	-	-
Amount written off	(987,168)	(7,476,980)	-	-
Disposal of subsidiary	(33,296)	(6,746)	-	-
Translation difference	1,027,176	446,894	-	-
At 31 December	49,415,871	42,033,983	-	-

Expected credit losses on trade and other receivables are based on lifetime expected credit losses ("ECL"). For more information on the expected credit loss on trade receivables, please refer to credit risk (Note 3)

The Company has performed an impairment assessment for other receivables and amount receivables from entities under common control and the expected credit loss is immaterial.

13 INVENTORIES

	Group	
	2024 USD	2023 USD
Raw materials	8,491,877	16,349,457
Trading inventories	9,298,860	12,950,488
Spare parts	15,085,912	13,810,688
	32,876,649	43,110,633
Less: provision for inventories	(10,137,847)	(15,593,296)
	22,738,802	27,517,337

Inventories mainly comprise of technical spare parts, diesel and fast-moving items like handsets, scratchcards and SIM cards, accessories held for sale, and consumable items. Physical Inventory counts are conducted on a periodic basis and the technical team evaluates the condition of the stock and advises accordingly in case of obsolescence.

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**
13 INVENTORIES (CONTINUED)

A reversal of provision for slow moving inventories of **USD 4,919,150** has been credited in profit or loss for the current year (2023: USD 1,093,039). Translation difference is included in the provision for slow moving inventories recognised in the statement of financial position.

The Group has not pledged any inventories.

14 LOANS RECEIVABLE

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
<u>Loans to clients</u>				
Gross balance	47,489,274	31,683,980	-	-
Expected credit losses	(11,896,744)	(11,347,876)	-	-
Net balance	35,592,530	20,336,104	-	-
Loans receivable from other related parties (Note 24(a))	12,981,967	11,871,608	12,876,954	11,695,240
Loans receivable from subsidiaries (Note 24(b))	-	-	545,269,803	484,091,360
TOTAL	48,574,497	32,207,712	558,146,757	495,786,600
Non-current	12,654,434	11,713,729	338,908,104	377,962,210
Current	35,920,063	20,493,983	219,238,653	117,824,390
	48,574,497	32,207,712	558,146,757	495,786,600

The movement in the gross balance of the loans to clients are as follows:

	Group	
	2024 USD	2023 USD
At 01 January	31,683,980	16,175,404
Loans issued (including fees charged)	322,601,823	195,186,270
Repayments received	(294,024,101)	(179,375,755)
Loan written off	(11,074,474)	-
Translation difference	(1,697,954)	(301,939)
At 31 December	47,489,274	31,683,980

The movement on the Group's expected credit losses on loans to client is as follows:

	Group	
	2024 USD	2023 USD
At 01 January	11,347,876	4,576,093
Additional provision (Note 5)	11,761,779	7,018,088
Loan written off	(11,074,474)	-
Translation difference	(138,437)	(246,305)
At 31 December	11,896,744	11,347,876

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14 LOANS RECEIVABLE (CONTINUED)

For Group's loans receivable from other related parties, the impact of ECL is minimal since there is no history of default and no event of default is expected to occur in the forthcoming future.

For Company's loan receivable from subsidiaries and other related parties, the impact of ECL is minimal since there is no history of default and based on the cash flow forecasts, the subsidiaries have sufficient cash reserves to repay the Company in the forthcoming future.

15 CASH AND CASH EQUIVALENTS

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Cash at bank	166,234,317	181,846,003	21,520,867	17,307,668
Bank overdraft	(55,753,296)	(54,021,078)	-	(164)
	110,481,021	127,824,925	21,520,867	17,307,504

While cash and cash equivalents is subject to the impairment requirements of IFRS 9, the identified expected credit loss was immaterial as the Group and the Company place their cash at bank with highly reputable financial institutions.

16 RESTRICTED CASH

Restricted cash comprises mainly cash held in certain bank accounts for the Group's mobile money business.

	2024 USD	2023 USD
Debt service reserve account	818,895	2,543,038
Deposits for mobile-money activities	394,163,270	314,060,585
Deposits in respect of litigations	182,366	657,036
Fixed deposit	10,493,926	7,809,570
	405,658,457	325,070,229

While restricted cash is subject to the impairment requirements of IFRS 9, the identified expected credit loss was immaterial as the Group and the Company place their cash at bank with highly reputable financial institutions.

Restricted cash comprises of the following:

- Debt reserve accounts held by the bank as collateral for loans taken by the Group.
- Deposits for mobile-money activities corresponds to the total electronic monies allowed for circulation in respect of the mobile money activities of the Group. It also consists of MFS deposits bank accounts that belong to the subscribers, agents and other customers of mobile money financial services.
- Togocom Group is allowed to invest part of the float of mobile money as fixed deposit. The fixed deposit is for a period of 3 months, automatically renewable. The interest rate is 5.25% per annum.

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17 STATED CAPITAL

	Group and Company	
	2024	2023
	USD	USD
At 01 January and 31 December	1,372,564	1,372,564
<i>Authorised, issued and paid :</i>		
1,372,564 ordinary shares of USD 1 (Par value) each	1,372,564	1,372,564

Rights and restrictions attached to ordinary shares:

Voting rights

Each ordinary share shall entitle its holder to receive notice of, to attend and vote at any meeting of the Company.

Rights relating to dividends

Each ordinary share shall entitle its holder the right of an equal share in dividends as authorised by the board.

Rights relating to repayment of capital

Upon winding-up, each ordinary share shall entitle its holder the right to an equal share in the distribution of the surplus assets of the Company.

18 RESERVES

(a) Legal reserves

Under the " Code général des impôts " in Madagascar, the subsidiaries are required to transfer 5% of their profit for the year to a legal reserve. This reserve should not exceed 10% of their stated capital and is subject to approval in the annual meeting of shareholders. For Togo, the entities are required to transfer 10% of their profit for the year to legal reserve, which in turn should not exceed 20% of their stated capital.

(b) Translation reserves

The translation reserve comprises all foreign exchange differences arising on the translation of the financial statements of foreign operations stated in a currency different from the Group's presentation currency.

The Group's and the Company's presentation currency is United States Dollar (US\$).

(c) Other reserves

Other reserves relate to a reserve set aside for entities in Madagascar and Togo to support long-term development and investment plans. In Madagascar, the transfer is in accordance with the "Code général des impôts". In Togo, there is no local law which prescribed this transfer. This reserve is subject to approval at the annual meeting of shareholders.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****18 RESERVES (CONTINUED)****(c) Other reserves (continued)**

On 20 July 2023, the Group acquired the non-controlling interest's 20% shareholding in Agou Holding SASU. This transaction resulted in the extinguishment of USD 9.8 million of the loans owing to the non-controlling interest, the extinguishment of USD 32.4 million of the NCI put option liability and extinguishment of USD 2.7 million of the NCI call option assets. The difference between the aggregate consideration of USD 32.2 million, and the net liability position settled of USD 39.4 million was recognised as a credit movement in equity, in other reserves. This credit movement amounts to USD 7.2 million. This transaction has also resulted in the reclassification of USD 10.1 million of non-controlling interest within equity, with this amount being reclassified to other reserves.

Other reserves also include actuarial gains and losses arising from changes in actuarial assumptions and experience adjustments.

Other reserves include net gain on equity instruments designated at fair value through other comprehensive income of USD 2.8 million.

(d) Reorganisation reserves

The Company acquired Silver Links Ltd and Towerco of Africa Ltd and its subsidiaries on 15 January 2020 and 01 October 2018 respectively. These acquisition were classified as a business combination between entities under common control as all entities involved were owned by the same ultimate shareholder before and after the acquisition. Accordingly, any difference between the purchase price of the investments and the net assets acquired has been recognised within the reorganisation reserves.

The Company acquired Axian Financial Services Ltd and its subsidiaries and Axian Support Services Ltd and its subsidiaries on 26 August 2021 and 01 March 2021 respectively. These acquisitions were classified as a business combination between entities under common control as all entities involved were owned by the same ultimate shareholder before and after the acquisition. Accordingly, any difference between the purchase price of the investments and the net assets acquired has been recognised within the reorganisation reserves.

The Company disposed Prime Africa Real Estate Ltd to the ultimate controlling party on 12 January 2023. Since there is no change in ultimate control after the disposal, the difference between the disposal proceeds and net assets disposed has been recognised within the reorganisation reserves.

The Group has distributed its investment Sanko on 31 December 2024, to its shareholder. Thus, the amount previously recognised under reorganisation reserve for Sanko was transferred to retained earnings.

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19 NON-CONTROLLING INTERESTS

The list of the Group's subsidiary companies with non-controlling interest as at 31 December 2024 and 2023 were as follows:

Name of Company	Country of incorporation	Principal activity	Non controlling interest	
			2024 %	2023 %
<i>Direct subsidiaries</i>				
Telecom Malagasy SA	Madagascar	Telecommunications	19.2	19.2
Honora Holdings Ltd	Mauritius	Holding company	20	20
Maya Africa Holding Ltd	Mauritius	Holding company	20	20
Telecom Comores Holding Ltd	Mauritius	Holding company	6.72	-
<i>Indirect Subsidiaries</i>				
Societe Holding Togolaise des Communications Electroniques SA (Togocom)	Togo	Telecommunications	49	49
Togo Cellulaire SA Societe des Telecommunications du Togo SA (Togo Telecom)	Togo	Telecommunications	49	49
Togo Cellulaire SA	Togo	Telecommunications	49	49
Towerco of Africa Uganda Limited	Uganda	Construction and operation of telecommunication infrastructures	10	10
Towerco of Africa Madagascar SA	Madagascar	Construction and operation of telecommunication infrastructures	0.3	0.3
Towerco of Africa Tanzania Limited	Tanzania	Construction and operation of telecommunication infrastructures	20	20
TODRC Holding Limited	Mauritius	Holding company	30	30
Towerco of Africa DRC	Congo	Construction and operation of telecommunication infrastructures	30	30
Towerco of Africa Senegal SA	Senegal	Construction and operation of telecommunication infrastructures	20	-

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19 NON-CONTROLLING INTERESTS (CONTINUED)

Name of Company	Country of incorporation	Principal activity	Non controlling interest	
			2024 %	2023 %
<i>Indirect Subsidiaries (continued)</i>				
MVola SA	Madagascar	Mobile banking services	19.8	19.8
Sanko	Madagascar	Insurance broker services	-	1
Honora Tanzania Public Limited Company	Tanzania	Telecommunications	21.6	21.6
Comete.AI SAS	France	Business support	27.5	27.5
Zanzibar Telecom Public Limited Company	Tanzania	Telecommunications	21.6	21.6
Zantel Mobile Financial Services Solutions Limited	Tanzania	Mobile banking services	21.6	21.6
Honora Tanzania Mobile Solutions Limited	Tanzania	Mobile banking services	21.6	21.6
The registered trustees of Millicom Tanzania Mobile Solutions	Tanzania	Trust	21.6	21.6
Telesis Tanzania Limited	Tanzania	Telecommunications	21.6	21.6
Stellar-IX Tanzania Limited	Tanzania	Data center services	20	20
Saga Africa Holdings Ltd	Mauritius	Holding company	20	20
Maya Senegal N.V.	Curacao	Holding company	20	20
Mobile Cash SA	Senegal	Mobile banking services	20	20
Saga Africa Holdings Limited SA	Senegal	Telecommunications	20	20
AfricaFiber Madagascar SA	Madagascar	Telecommunications	19.2	-
Holdco SA	Comoros	Holding company	6.72	-
Telecom Comoros SA (Telco)	Comoros	Telecommunications	6.72	-
Telco Money SA	Comoros	Mobile banking services	6.72	-
TMoney SA	Togo	Mobile banking services	49	-
Fiberco Senegal SA	Senegal	Telecommunications	20	-

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19 NON-CONTROLLING INTERESTS (CONTINUED)

The Group recognises non-controlling interests (NCI) in an acquired entity at the NCI's proportionate share of the acquired net identifiable assets.

Set out below is the summarised statement of financial position, statement of profit or loss and other comprehensive income and cash flows of the subsidiaries that have non-controlling interests. The amounts disclosed are before inter-company eliminations.

(a) Telecom Malagasy SA
Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	186,122,131	227,125,801
Current liabilities	(300,443,301)	(323,911,228)
Current liabilities – net	(114,321,170)	(96,785,427)
Non-current assets	644,098,849	611,530,133
Non-current liabilities	(466,464,673)	(462,143,069)
Non-current assets – net	177,634,176	149,387,064
Assets – net	63,313,006	52,601,637
Non-controlling interests	11,600,521	10,099,514

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	314,463,551	262,600,729
Total comprehensive income for the year	12,996,592	7,212,351
Total comprehensive income for the year attributable to non-controlling interests	1,917,145	1,384,771
Profit for the year to non-controlling interest	2,303,676	1,566,105
Dividends paid to non-controlling interest	416,140	600,118

Summarised cash flows

Net cash from operating activities	138,880,964	132,376,491
Net cash used in investing activities	(98,167,199)	(75,354,152)
Net cash used in financing activities	(38,503,366)	(41,396,572)
Net increase in cash and cash equivalents	2,210,399	15,625,767

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(b) Agou Holding SASU

The summarised financial information of Agou Holding SASU include the financial results and financial position of the Togocom Group.

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	167,561,554	175,378,681
Current liabilities	(238,714,204)	(323,703,863)
Current liabilities – net	(71,152,650)	(148,325,182)
Non-current assets	338,005,369	393,549,365
Non-current liabilities	(115,330,449)	(94,680,674)
Non-current assets – net	222,674,920	298,868,691
Assets – net	151,522,270	150,543,509
Non-controlling interest	79,617,865	90,645,468

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	275,353,095	256,617,789
Total comprehensive income for the year	21,268,255	40,753,794
Total comprehensive income for the year attributable to non-controlling interests	9,261,892	22,614,317
Profit for the year to non-controlling interest	16,593,962	22,122,250
Dividends paid to non-controlling interest	20,289,494	13,415,611
Summarised cash flows		
Net cash from operating activities	95,590,266	108,650,295
Net cash used in investing activities	(43,892,454)	(57,949,801)
Net cash used in financing activities	(42,893,706)	(51,235,769)
Net increase / (decrease) in cash and cash equivalents	8,804,106	(535,275)

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(c) Honora Holdings Ltd

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	32,540,078	32,526,833
Current liabilities	(1,435,346)	(17,117,851)
Current assets – net	31,104,732	15,408,982
Non-current assets	69,810,369	69,189,263
Non-current liabilities	(123,544,036)	(116,847,529)
Non-current liabilities – net	(53,733,667)	(47,658,266)
Liabilities – net	(22,628,935)	(32,249,284)
Non-controlling interest	(1,300,538)	(3,224,644)

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	-	-
Total comprehensive income for the year	9,620,349	(25,509,360)
Total comprehensive income for the year attributable to non-controlling interests	1,924,104	(2,550,936)
Profit/(loss) for the year to non-controlling interest	1,924,104	(2,550,936)

Summarised cash flows

Net cash from/(used in) from operating activities	818,009	(21,946)
Net cash used in investing activities	(621,106)	-
Net cash used in financing activities	(183,658)	-
Net increase/(decrease) in cash and cash equivalents	13,245	(21,946)

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(d) Axian Financial Services Ltd and its subsidiaries

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	202,161,159	147,314,433
Current liabilities	(130,729,157)	(124,724,115)
Current assets – net	71,432,002	22,590,318
Non-current assets	6,251,040	29,580,352
Non-current liabilities	(1,718,730)	(2,389,654)
Non-current assets – net	4,532,310	27,190,698
Assets – net	75,964,312	49,781,016
Non-controlling interest	9,574,978	6,424,889

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	95,735,946	71,451,667
Total comprehensive income for the year	28,504,201	21,573,705
Total comprehensive income for the year attributable to non-controlling interests	4,383,717	2,908,497
Profit for the year to non-controlling interest	4,713,850	3,059,702
Dividends paid to non-controlling interest	1,233,624	716,821

Summarised cash flows

Net cash (used in)/from operating activities	(22,325,475)	17,993,884
Net cash from investing activities	28,863,929	359,714
Net cash used in financing activities	(14,668,680)	(1,829,956)
Net (decrease)/ increase in cash and cash equivalents	(8,130,226)	16,523,642

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(e) Towerco of Africa Ltd and its subsidiaries

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	76,084,651	85,732,872
Current liabilities	(270,818,369)	(212,418,412)
Current liabilities – net	(194,733,718)	(126,685,540)
Non-current assets	352,289,195	240,141,353
Non-current liabilities	(104,485,366)	(75,809,051)
Non-current assets – net	247,803,829	164,332,302
Assets – net	53,070,111	37,646,762
Non-controlling interest	(1,001,730)	(795,842)

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	145,332,617	119,360,549
Total comprehensive income for the year	15,114,987	12,275,639
Total comprehensive income for the year attributable to non-controlling interests	(501,817)	(579,645)
Loss for the year to non-controlling interest	(513,977)	(589,830)

Summarised cash flows

Net cash from operating activities	109,503,974	41,707,484
Net cash used in investing activities	(153,428,841)	(36,208,507)
Net cash from financing activities	34,289,876	2,445,950
Net (decrease)/ increase in cash and cash equivalents	(9,634,991)	7,944,927

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(f) Honora Tanzania Public Limited Company and its subsidiaries

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	384,905,525	294,445,682
Current liabilities	(650,038,471)	(536,722,866)
Current liabilities – net	(265,132,946)	(242,277,184)
Non-current assets	842,306,955	710,323,725
Non-current liabilities	(713,105,095)	(633,544,696)
Non-current assets – net	129,201,860	76,779,029
Liabilities – net	(135,931,086)	(165,498,155)
Non-controlling interest	(3,110,425)	(9,277,679)

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	509,230,463	434,560,179
Total comprehensive income for the year	29,567,065	(38,779,747)
Total comprehensive income for the year attributable to non-controlling interests	6,167,254	(4,401,501)
Profit/(loss) for the year to non-controlling interest	5,499,840	(6,370,465)

Summarised cash flows

Net cash from operating activities	129,527,043	69,446,840
Net cash used in investing activities	(124,193,803)	(115,745,696)
Net cash (used in)/ from financing activities	(19,115,196)	35,195,288
Net decrease in cash and cash equivalents	(13,781,956)	(11,103,568)

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(g) Maya Africa Holding Ltd and its subsidiaries

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	90,894,897	86,110,428
Current liabilities	(219,220,077)	(149,024,194)
Current liabilities – net	(128,325,180)	(62,913,766)
Non-current assets	382,789,986	387,713,065
Non-current liabilities	(307,987,554)	(341,659,860)
Non-current assets – net	74,802,432	46,053,205
Liabilities – net	(53,522,748)	(16,860,561)
Non-controlling interest	(11,942,291)	(3,345,811)

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	173,934,368	43,253,833
Total comprehensive income for the year	(36,662,188)	(9,147,138)
Total comprehensive income for the year attributable to non-controlling interests	(8,596,480)	(1,830,081)
Loss for the year to non-controlling interest	(8,424,439)	(1,830,081)

Summarised cash flows

Net cash from operating activities	35,582,605	30,055,847
Net cash used in investing activities	(28,923,404)	(22,840,507)
Net cash used in financing activities	(17,138,548)	(2,745,515)
Net (decrease)/ increase in cash and cash equivalents	(10,479,347)	4,469,825

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(h) Stellar-IX Tanzania Limited

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	37,693	9,743
Current liabilities	(144,935)	(17,584)
Current liabilities – net	(107,242)	(7,841)
Non-current assets	49,019	5,590
Non-current liabilities	-	-
Non-current assets – net	49,019	5,590
Liabilities – net	(58,223)	(2,251)
Non-controlling interest	(11,645)	(450)

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	-	-
Total comprehensive income for the year	(55,973)	(11,979)
Total comprehensive income for the year attributable to non-controlling interests	(11,195)	(2,304)
Loss for the year to non-controlling interest	(10,264)	(2,396)

Summarised cash flows

Net cash from operating activities	14,164	6,064
Net cash used in investing activities	(47,046)	(5,591)
Net cash from financing activities	62,449	-
Net increase in cash and cash equivalents	29,567	473

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(i) Comete.AI SAS

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	778,362	-
Current liabilities	(1,741,694)	-
Current liabilities – net	(963,332)	-
Non-current assets	-	-
Non-current liabilities	-	-
Non-current liabilities – net	-	-
Liabilities – net	(963,332)	-
Non-controlling interest	(275,532)	-

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	543,771	-
Total comprehensive income for the year	(1,274,918)	-
Total comprehensive income for the year attributable to non-controlling interests	(350,171)	-
Loss for the year to non-controlling interest	(360,356)	-

Summarised cash flows

Net cash used in operating activities	(39,126)	-
Net cash from financing activities	343,956	-
Net increase in cash and cash equivalents	304,830	-

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(j) Fiberco Senegal SA

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	15,817	-
Current liabilities	(79,084)	-
Current liabilities – net	(63,267)	-
Non-current assets	79,084	-
Non-current liabilities	-	-
Non-current assets – net	79,084	-
Assets– net	15,817	-
Non-controlling interest	3,163	-

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	-	-
Total comprehensive income for the year	(597)	-
Total comprehensive income for the year attributable to non-controlling interests	(184)	-

Summarised cash flows

Net cash from operating activities	65,089	-
Net cash used in investing activities	(81,362)	-
Net cash from financing activities	16,273	-
Net increase in cash and cash equivalents	-	-

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19 NON-CONTROLLING INTERESTS (CONTINUED)

(k) AfricaFiber Madagascar SA

Summarised statement of financial position

	Group	
	2024	2023
	USD	USD
Current assets	2,125	-
Current liabilities	-	-
Current assets – net	<u>2,125</u>	-
Non-current assets	-	-
Non-current liabilities	-	-
Non-current assets – net	-	-
Assets – net	<u>2,125</u>	-
Non-controlling interest	<u>(26)</u>	-

Summarised statement of profit or loss and other comprehensive income

	Group	
	2024	2023
	USD	USD
Revenue	-	-
Total comprehensive income for the year	<u>(133)</u>	-
Total comprehensive income for the year attributable to non-controlling interests	<u>(26)</u>	-

Summarised cash flows

Net cash from financing activities	<u>2,153</u>	-
Net increase in cash and cash equivalents	<u>2,153</u>	-

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20 BORROWINGS

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Non-current:				
Bank loans (a)	240,625,853	152,935,670	108,391,358	56,372,345
Listed bonds (b)	416,030,602	414,356,520	416,030,602	414,356,520
Loans payable to related parties (Note 24(e))	176,047,452	164,206,251	146,818,561	139,918,098
	832,703,907	731,498,441	671,240,521	610,646,963
Current :				
Bank loans (a)	72,072,769	118,377,222	27,714,011	17,581,289
Listed bonds (b)	11,594,467	11,594,467	11,594,467	11,594,467
Other borrowings	299,183	-	-	-
Loans payable to related parties (Note 24(e))	-	-	13,714,172	14,640,804
	83,966,419	129,971,689	53,022,650	43,816,560
Total borrowings	916,670,326	861,470,130	724,263,171	654,463,523

(a) Bank loans

Group

The bank loans at Group level are outstanding as per detail below. Subsidiaries may each have several facilities, resulting in a range of interest rates and maturity dates.

Country	Company	Interest Rate	Maturity	2024 USD	2023 USD
Madagascar	Telecom Malagasy S.A.	7.0% to 9.0% per annum	Between 5 to 8 years	32,680,977	37,276,590
Madagascar	Towerco of Africa Madagascar SA	7.0% to 9.0% per annum	Between 4 to 8 years	11,038,185	16,609,823
Madagascar	Stellar-IX SA	9.5% per annum	7 years	6,374,705	6,592,682
Togo	Togo Telecom	Between 6.5% to 7.0% per annum	Between 5 to 6 years	-	23,407,998
Togo	Togocom	6.75% to 8.5% per annum	Between 8 to 10 years	-	25,660,083

AXIAN TELECOM

**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

Group (continued)

Country	Company	Interest Rate	Maturity	2024 USD	2023 USD
Togo	Togocom S.A.	7.0% and 9.31% per annum	8 years	55,223,138	-
Uganda	Towerco of Africa Uganda Limited	Refer to Note below **	7 years	32,505,959	24,352,950
Tanzania	Honora Tanzania Public Limited Company	Quarterly commissions between 0.25% to 0.35% ***	Between 1.5 to 2 years	8,037,153	26,758,467
Senegal	Maya Africa Holding Ltd	5.0% to 6.9% per annum	Between 3.5 to 6 years	29,037,065	36,700,665
Comoros	Telecom Comores SA (Telco)	8.06% per annum	7 years	1,696,071	-
<u>JP Morgan Chase Bank London:</u>					
Mauritius	Axian Telecom	SOFR plus a margin of 0.9% per annum	6 years	<u>112,076,403</u>	<u>73,953,634</u>
<u>British International Investment PLC:</u>					
Mauritius	Axian Telecom	SOFR plus a margin of 4%	10 years	<u>24,028,966</u>	<u>-</u>
Total				312,698,622	271,312,892
Loans payable within one year				<u>(72,072,769)</u>	<u>(118,377,222)</u>
Loans payable after one year				<u>240,625,853</u>	<u>152,935,670</u>

** Loan UGX 56.7 bn 3-month average 182 days Treasury Bill rates + margin of 4.25% (Equating to 16.65% as at 31 December 2024).

** USD 9 mn 3-month SOFR + margin of 5% (Equating to 10.32% as at 31 December 2024).

*** The letter of credit facilities contracted by Honora Tanzania Public Limited Company do not accrue contractual interests but attract quarterly commissions between 0.25% to 0.35% of the facility amounts.

The bank loans of the Group companies are repayable monthly, quarterly, semi-annually, or annually at fixed or variable interest rates varying between 5.0% and 16.65%.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

Company

Country	Company	Interest Rate	Maturity	2024 USD	2023 USD
<u>JP Morgan Chase Bank London:</u>					
Mauritius	Axian Telecom	SOFR and a margin of 0.9% per annum	6 years	112,076,403	73,953,634
<u>British International Investment PLC:</u>					
Mauritius	Axian Telecom	SOFR plus a margin of 4%	10 years	24,028,966	-
Total				136,105,369	73,953,634
Loans payable within one year				(27,714,011)	(17,581,289)
Loans payable after one year				108,391,358	56,372,345

Madagascar

1 *Telecom Malagasy S.A.*

The following table summarises the terms of the loans which Telecom Malagasy S.A. has contracted with the banks:

Bank names	Contract years [*]	Currency	Initial principal amounts
Bank of Africa ('BOA')	Between 2017 and 2024	MGA	62,000,000,000
Banque Malgache de L'Océan Indien ('BMOI')	Between 2020 and 2024	MGA	81,500,000,000
BRED Madagasikara	Between 2018 to 2021	MGA	55,000,000,000
BRED Madagasikara	2021	USD	12,000,000
BNI Madagascar ('BNI')	Between 2015 to 2019	MGA	84,700,000,000

* Contract year refers to the year when the contract was signed, and the facility became available to draw down.

The loans bear interest at rates between 7.0% to 9.0% per annum, on a fixed or variable basis, with maturity periods varying between 5 to 8 years from contract date. Interest and loan principal are repayable monthly or quarterly. The purpose of these loans is mainly to finance network expansion and for general corporate purposes. The loans are pledged against the technical supplies and equipment of Telecom Malagasy S.A. up to the value of their outstanding amount. During the year ended 31 December 2024, Telecom Malagasy S.A. drew down additional loans amounting to MGA 56.5 billion (approximately USD 12.4 million) and made aggregate repayments amounting to MGA 71.2 billion (approximately USD 15.7 million).

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

2 *Towerco of Africa Madagascar SA*

The following table summarises the loans which Towerco of Africa Madagascar SA has contracted with the banks:

Bank names	Contract years *	Currency	Initial principal amounts
Bank of Africa ('BOA')	2020	MGA	25,000,000,000
BRED Madagasikara	Between 2015 to 2021	MGA	36,540,070,000
Banque Malgache de L'Océan Indien ('BMOI')	Between 2015 to 2022	MGA	40,925,000,000
BNI Madagascar ('BNI')	Between 2016 to 2022	MGA	30,246,315,657

* Contract years refer to the year when the contract was signed, and the facilities became available to draw down.

The loans bear interest at rates between 7.0% to 9.0% per annum on a fixed or variable basis, with maturity period varying between 4 to 8 years from contract date. Interest and loan principal are repayable monthly. The purpose of these loans is mainly to finance network expansion and for general corporate purposes. The loans are pledged against the equipment of Towerco of Africa S.A. up to the value of their outstanding amount. During the year ended 31 December 2024, Towerco of Africa S.A. has not drawn down any additional amounts and has made aggregate repayments amounting to MGA 23.7 billion (approximately USD 5.2 million).

3 *Stellar-IX S.A.*

The following table summarises the loan which Stellar-IX S.A. has contracted with BRED Madagasikara:

Bank names	Contract year *	Currency	Initial principal amounts
BRED Madagasikara	2023	MGA	30,000,000,000

* Contract year refers to the year when the contract was signed, and the facility became available to draw down.

The loan bears an interest rate of 9.5% per annum on a fixed basis, with maturity period of 7 years from contract date. Interest and loan principal are repayable monthly, with principal repayment beginning as from May 2025. The purpose of this loan is mainly to finance capital expenditure. The loan is pledged against technical equipment of Stellar-IX S.A. up to a value of MGA 30.0 billion. During the year ended 31 December 2024, Stellar-IX S.A. has not drawn down any additional loan and did not make any capital repayments.

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

Togo:**1 Togo Cellulaire SA Societe des Telecommunications du Togo SA (Togo Telecom)**

The following table summarises the loans which Togo Cellulaire SA Societe des Telecommunications du Togo SA (Togo Telecom) has contracted with the banks:

Bank Names	Contract years *	Currency	Initial principal amounts
Bank of Africa ("BOA")	2019	FCFA	16,150,000,000
Banque Togolaise pour le Commerce et l'Industrie ('BTCI')	2019	FCFA	13,000,000,000
Orabank ('ORB')	2021	FCFA	14,188,906,413

* Contract years refer to the year when the contract was signed, and the facilities became available to draw down.

The loans bear an interest at a rate of between 6.5% to 7.0% per annum on a fixed basis, with maturity period varying between 5 to 6 years from contract date. Interest and loan principal are repayable on monthly or quarterly basis. The purpose of these loans was mainly to finance the purchase of Togo Cellulaire SA Societe des Telecommunications du Togo SA (Togo Telecom)'s 4G licence, to refinance existing debt, and for general corporate purposes. The loans were pledged against a letter of guarantee from the Togolese State, or against the escrow and current accounts of Togo Cellulaire SA Societe des Telecommunications du Togo SA (Togo Telecom) or via a promissory note with progressive constitution of monthly provision by the Bank of Africa or the Orabank respectively. Togo Cellulaire S.A. settled these loans in full during the year ended 31 December 2024, amounting to repayments of FCFA 13.9 billion (approximately USD 22.8 million).

As at 31 December 2024, Togo Cellulaire SA Societe des Telecommunications du Togo SA (Togo Telecom) had no remaining loan balances outstanding.

2 Togo Telecom S.A.

The following table summarises the loans which Togo Telecom S.A. has contracted with the banks:

Bank Names	Contract years *	Currency	Initial principal amounts
Société de Gestion et d'Intermédiation ('SGI')	2015	FCFA	35,000,000,000
Union Togolaise de Banque ('UTB')	2018	FCFA	10,043,949,471

* Contract years refer to the year when the contract was signed, and the facilities became available to draw down.

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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

Togo (continued):**2 Togo Telecom S.A. (continued)**

The loans bear interest at rates between 6.75% to 8.5% per annum on a fixed basis, with maturity periods varying between 8 to 10 years from contract date. Interest and loan principal are repayable semi-annually. The purpose of these loans was mainly to refinance various existing debt. The loans were pledged against a combination of a letter of guarantee from the Togolese State, a pledge against bank accounts of Togo Telecom S.A., and the building of Togo Telecom S.A.'s which was provided as security. Togo Telecom S.A. settled these loans in full during the year ended 31 December 2024, amounting to repayments of FCFA 14.8 billion (approximately USD 24.4 million).

As at 31 December 2024 Togo Cellulaire S.A had no remaining loan balances outstanding.

3 Societe Holding Togolaise des Communications Electroniques SA (Togocom)

The following table summarises the loans which Societe Holding Togolaise des Communications Electroniques SA (Togocom) has contracted with the banks:

Bank Names	Contract years*	Currency	Initial principal amounts
Ecobank Togo SA	2024	FCFA	12,000,000,000
Société Générale Bénin SA ('SGB')	2024	FCFA	12,000,000,000
International Finance Corporation ('IFC')	2024	EUR	18,000,000

* Contract years refer to the year when the contract was signed, and the facilities became available to draw down.

The loans bear interest at the following rates:

- (i) a fixed rate of 7.0% per annum for the loans from Ecobank Togo SA and SGB, and
- (ii) a variable rate at spread of 5.5% per annum + EURIBOR 6 months (equating to 9.31% as at 31 December 2024) for the loan from IFC.

The loans have a maturity period of 8 years from contract date, and interest and principal are repayable on semi-annual basis with a grace period of 2 years for the repayment of principal. The purpose of these loans was mainly to refinance existing debt, and for general corporate purposes. The loans are pledged against bank accounts, receivables, technical assets and shares of Togocom S.A., up to the value of their outstanding amount. During the year ended 31 December 2024, Togocom S.A. drew down loans amounting to FCFA 35.8 billion (approximately USD 58.8 million) and did not make any capital repayments.

AXIAN TELECOM

**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

Uganda:**Towerco of Africa Uganda Limited**

The following table summarises the loans which Towerco of Africa Uganda Limited has contracted banks:

Bank Name	Contract years*	Currency	Initial principal amounts
Stanbic Bank Uganda Limited	2022 & 2024	UGX & USD	UGX 56,700,000,000, USD 9,000,000 and USD 20,000,000

* Contract years refer to the year when the contracts were signed and the facilities became available to draw down.

The loans bear interest at the following rates:

1. Term loan Interest for the UGX tranche: 182-day treasury bill rate + 4% Margin
2. Term loan Interest for the USD tranche: 3 months SOFR + 4.75% Margin
3. Working Capital interest rate: 91- day treasury bill rate + 4.65% Margin

During the year 2024, the Company secured additional term loan amounting to UGX 37.3 billion (approximately USD 9.9 million) through accordion facility from Stanbic Bank Uganda Limited. During the year ended 31 December 2024, Towerco of Africa Uganda Limited made aggregate repayments amounting to UGX 9.6 billion (approximately USD 2.6 million). Forty percent (40%) of the Accordion Facility was in United States Dollars availed under a USD Tranche and sixty percent (60%) of the Accordion Facility was in Uganda Shillings availed under a UGX Tranche.

Further to the term loan, the company secured a working capital facility with Stanbic bank amounting to USD 2,000,000. The working capital facility is geared to cater for Overdraft, Letter of Credit and/or Bank Guarantee Facilities. Utilization of the working capital facility is in Shillings.

The facility is secured by a fixed and floating charge over all assets of the Company, including its fixed assets, customer contracts, and insurance contracts.

On 16 December 2024, Towerco of Africa Uganda Limited signed a facility agreement with Stanbic Bank Uganda comprised of an initial commitment and an additional commitment. The initial commitment is comprised of a UGX tranche equivalent to USD 6.0 million, and a USD 4.0 million tranche. The additional commitment is comprised of a UGX tranche equivalent to USD 20.0 million.

At 31 December 2024, Towerco of Africa Uganda Limited had not drawn down any amounts against this facility.

Tanzania:**Honora Tanzania Public Limited Company**

The following table summarises the letter of credit facilities which Honora Tanzania Public Limited Company has contracted with the banks:

Bank Names	Contract years*	Currency	Initial principal amounts
National Bank of Commerce (NBC) Limited Tanzania	2023	TZS	47,600,000,000
CRDB Bank Plc	2022	EUR	32,000,000
NMB Bank Plc	2023	EUR	15,671,872,509

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

Tanzania (continued):**Honora Tanzania Public Limited Company (continued)**

The letter of credit (LC) facilities contracted by Honora Tanzania Public Limited Company do not accrue contractual interests but attract quarterly commissions between 0.25% to 0.35% of the facility amounts. The LC facilities have initial availability periods of 9 months, and are repayable on semi-annual basis with deferred payment terms of between 18 and 24 months. The LC facilities may be drawn upon, up to their facility limits and may be re-drawn following any repayments, within the availability period. The purpose of these LC facilities was mainly to finance the purchase of capital expenditures, supply importation, and local services.

During the year ended 31 December 2024, Honora Tanzania Public Limited Company has utilized TZS 12.5 billion against the NBC Bank Ltd's facility (approximately USD 4.8 million) and made repayments of TZS 16.7 billion (approximately USD 6.4 million).

During the year ended 31 December 2024, Honora Tanzania Public Limited Company has not drawn down any additional amount against the CRDB Bank Plc's LC facility and made repayments of EUR 15.6 million (approximately USD 16.9 million).

Honora Tanzania Public Limited Company entered a letter of credit (LC) facility on 30 June 2023, with the NMB Bank Plc (NMB). The facility does not incur contractual interests but instead charges a quarterly commission of 0.35% of the facility amount, and attracts arrangement fees of 0.25% for every portion utilized. The LC facility has an initial availability period of 270 days and is repayable on semi-annual basis with deferred payment terms. The purpose of the LC facility was mainly to finance the purchase and import of capital expenditure. The LCs are secured against the assets of Honora Tanzania PLC (including investments, cash, property, plant and equipment, and future revenues), limited to 130% of the credit facility amounts. As at 31 December 2024, Honora Tanzania Public Limited Company has utilized EUR 2.6 million against the NMB Bank Plc's facility (approximately USD 2.7 million) and made repayments of EUR 2.2 million (approximately USD 2.3 million).

Senegal**Saga Africa Holdings Limited SA**

The following table summarises the terms of the loans which Saga Africa Holdings Limited SA has contracted with the banks:

Bank names	Contract years [*]	Currency	Facility amount
Orabank Sénégal	2022	FCFA	8,000,000,000
Société Générale Sénégal	2022	FCFA	5,250,000,000
CBAO Groupe Attijariwafa bank	2022	FCFA	6,750,000,000
BICIS	2022	FCFA	5,000,000,000
Agence pour le Dev. de l'Entreprenariat Rapide	2021	FCFA	160,000,000

* Contract years refer to the year when the contract was signed, and the facilities became available to draw down.

The loans bear interest at rates between 5.0% to 6.9% per annum, on a fixed basis, with maturity periods varying between 3.5 to 6 years from contract date. Interest and loan principal are repayable monthly or semi-annually. The purpose of these loans is mainly to finance capital expenditure. The loans are pledged against shares of Saga Africa Holdings Limited SA and its bank accounts, up to the value of their outstanding amount. The entity has not drawn down any additional loan amounts during the year ended 31 December 2024 and made aggregate repayments amounting to FCFA 3.8 billion (approximately USD 6.4 million) in the same period.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

Mauritius

Axian Telecom

The following table summarises the terms of the loans which Axian Telecom has contracted with banks:

Bank names	Contract years*	Currency	Facility amount
JP Morgan Chase Bank N.A (Facility A)	2023	USD	101,955,751
JP Morgan Chase Bank N.A (Facility B)	2023	USD	56,268,900
BRITISH INTERNATIONAL INVESTMENT PLC	2024	USD	30,000,000
European Investment Bank (EIB)	2024	USD	100,000,000

* Contract years refer to the year when the contract was signed, and the facilities became available to draw down.

During 2023, Axian Telecom entered into a Term Facilities Agreement with JP Morgan Chase Bank N.A. (lender), for which supplier credit guarantees are offered by EKN (Exportkreditnämnden-The Swedish Export Credit Agency). The Term Facilities Agreement comprises of two facilities:

- Facility A amounts to a total commitment of USD 102.0 million and is repayable in 12 equal 6-monthly instalments beginning on 02 November 2023.
- Facility B amounts to a total commitment of USD 56.3 million and is repayable in 12 equal 6-monthly instalments beginning on 30 April 2025.

The facilities bear interest at the secured overnight financing rate ("SOFR"), plus a margin of 0.9% per annum and interests are payable quarterly in arrears. The facilities are also subject to a premium on each initial drawdown between 5.0% and 6.0% of the amount drawn down against each of Facility A and Facility B. The premium is determined at the time of the first drawdown under each facility and is payable to EKN.

The purpose of the facilities is to reimburse the purchase of capital expenditure in Tanzania and Madagascar, so long as those purchases are made from a qualifying exporter, and thereby to effectively finance past and future capital expenditure necessary to complete the network modernization programmes in Tanzania and Madagascar.

During the year ended 31 December 2024, Axian Telecom drew down an amount of USD 12.9 million against Facility A and made repayments of USD 16.9 million and drew down an amount of USD 47.9 million against Facility B and made repayments of USD 4.7 million.

During the year ended 31 December 2024, Axian Telecom entered into a Term Facilities Agreement with British International Investment PLC (lender) amounting to USD 30,000,000.

The facility bears interest at the secured overnight financing rate ("SOFR"), plus a margin of 4% per annum and interests are payable quarterly in arrears. There are twenty-nine equal quarterly repayment, starting three years post signature.

The purpose of the facility is to finance the development of infrastructure primarily in Tanzania.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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(a) Bank loans (continued)

Mauritius (continued)**Axian Telecom (continued)**

During the year ended 31 December 2024, Axian Telecom drew down an amount of USD 24.0 million and made no repayments.

On 03 December 2024, Axian Telecom has entered into a finance contract with European Investment Bank ("EIB"), to avail a credit of USD 100.0 million for the purpose of capital expenditure financing for the operating entities. As at 31 December 2024, the Company has not drawn any amounts against this facility, subject to the completion of a few conditions precedent.

On 14 October 2023, Axian Telecom entered into a credit facility agreement with Standard Bank, Rand Merchant Bank, Standard Chartered Bank, and The Mauritius Commercial Bank, to avail a term loan facility of up to USD 150.0 million. This facility may be drawn upon immediately following realization of the remaining conditions precedent. As at 31 December 2024, Axian Telecom has not drawn any amounts against this facility. The first drawdown of USD 15 million was made in March 2025.

Comoros**Telecom Comores SA (Telco)**

The following table summarises the terms of the loan which Telecom Comores SA (Telco) has contracted with International Finance Corporation ("IFC"):

Bank names	Contract years[*]	Currency	Facility amount
International Finance Corporation ("IFC")	2019	EUR	13,000,000

* Contract years refer to the year when the contract was signed, and the facilities became available to draw down.

The loan bears interest at a rate of 8.06% per annum, on a variable basis, with a maturity period of 7 years from contract date. Interest and loan principal are payable on a quarterly basis. The purpose of this loan is mainly for operating financing and investment. The entity has not drawn down any additional loan amounts during the year ended 31 December 2024 and made aggregate repayments amounting to KMF 1.5 billion (approximately USD 3.4 million) in the same period.

As at the balance sheet date, the Group is in compliance with all covenants under the facilities.

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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20 BORROWINGS (CONTINUED)

(a) Bank loans (continued)

Comoros**Telecom Comores SA (Telco)***Listed bonds*

On 16 February 2022, the Company, as Issuer, completed the offering of USD 420,000,000 in aggregate principal amount of its 7.375% Senior Notes due 2027 (the "Notes"), under an indenture dated February 16, 2022. Interest on the Notes will be paid semi-annually in arrears on 16 February and 16 August of each year, commencing on 16 August 2022. Interest on the Notes accrues at a rate of 7.375% per annum. The Notes will mature on 16 February 2027. The Notes are subject to customary restrictive covenants which limits the ability of the Issuer and the guarantors to take on additional debt.

The value of the listed bonds classified as a non-current liability is net of the capital raising fee. The accrued interest payable on the bonds has been classified as a current liability.

The following subsidiaries of Axian Telecom has stood as guarantor on a joint and several basis:

- 1 Telecom Malagasy SA
- 2 Towerco of Africa Madagascar SA
- 3 Towerco of Africa S.A.
- 4 Axian Financial Services Ltd
- 5 Axian Support Services Limited
- 6 Silver Links Limited
- 7 Discovery Place Limited
- 8 Stellar-IX Data Centers Limited
- 9 Meta Market Limited
- 10 Honora Holdings Limited
- 11 Honora Tanzania Public Limited Company

21 TRADE AND OTHER PAYABLES

Non-current:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Deferred revenue	13,285,138	15,602,785	-	-
Other payables	1,247,207	57,075,528	-	-
Amount payable to entities under common control (Note 24 (g))	-	520	-	-
Trade payables	49,750,839	-	-	-
Payable to authorities	-	844,338	-	-
	64,283,184	73,523,171	-	-

Current:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Deferred revenue	56,987,287	41,664,914	-	-
Trade payables	458,469,252	289,127,414	-	-
Other payables	60,502,405	202,101,725	4,614,337	1,567,290
Payable to authorities	104,942,761	92,564,260	-	-
Amount payable to other related parties (Note 24 (g))	6,581,718	5,882,376	1,035,558	1,215,693
Amount payable to subsidiaries (Note 24(h))	-	-	69,073,795	28,537,496
MFS deposits*	401,899,766	317,402,602	-	-
	1,089,383,189	948,743,291	74,723,690	31,320,479
Total trade and other payables	1,153,666,373	1,022,266,462	74,723,690	31,320,479

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21 TRADE AND OTHER PAYABLES (CONTINUED)

*MFS deposits represents the Group's liability in respect of mobile money in circulation, which can be called upon by the subscribers, dealers, agents and other customers of our electronic mobile money transfer services also known as Mobile Financial Services ("MFS"). The Group hold sufficient reserves within its restricted cash balances, covering at least 100% of the amounts owed under MFS deposits.

The terms and conditions of the non-current trade and other payables are as follows:

- Other payables includes amount payable to Togo state which is interest free, unsecured and repayable on demand. However, payment is not expected to be made within 12 months.
- For terms and conditions in respect of amount payable to entities under common control, refer to Note 24(h).
- Trade payables include purchases with key suppliers, which are non-interest bearing and has a payment term of 2-3 years.

Deferred revenue

	Group	
	2024	2023
	USD	USD
Non-current		
Deferred revenue	13,285,138	15,602,785
Current		
Deferred revenue	56,987,287	41,664,914
Total	70,272,425	57,267,699

The deferred revenue relates to advance payments received on the sale of bandwidth, capacity, prepaid airtime and fixed residential and business services. It is non-interest bearing and the payment terms and contract duration vary from contract to contract. The deferred revenue is split between current and non-current.

(i) Revenue recognised in relation to deferred revenue

The following table shows how much of the revenue recognised in the current reporting year relates to carried forward deferred revenue:

	Group	
	2024	2023
	USD	USD
<i>Revenue recognised in relation to deferred revenue during the year:</i>		
Mobile services only	28,539,887	28,772,055
Fixed services (Residential and business)	1,563,418	-
Operator infrastructure services	9,770,169	5,153,346
Hosting and Rental Sites	1,791,440	77,836
	41,664,914	34,003,237

(ii) Unsatisfied long-term contracts

The following table shows unsatisfied performance obligations resulting from sale of bandwidth, capacity, prepaid airtime and fixed residential and business services:

	2024	2023
	USD	USD
Aggregate amount of the transaction price allocated to sale of bandwidth, airtime and fixed services that are partially unsatisfied as at 31 December	70,272,425	57,267,699

AXIAN TELECOM

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21 TRADE AND OTHER PAYABLES (CONTINUED)

(ii) Unsatisfied long-term contracts (continued)

Management expects that 81.09% of the transaction price allocated to unsatisfied performance obligations as of 31 December 2024 amounting to USD 56,987,287 (2023: 72.75% amounting to USD 41,664,914) will be recognised as revenue during the next reporting period. The remaining amount will be recognised as follows:

	2024 USD	2023 USD
2025	2,821,472	5,560,743
2026	3,278,190	4,126,287
2027	1,584,471	1,922,125
2028	1,367,900	973,117
2029	1,026,283	721,157
2030	740,616	597,244
2031	681,997	508,338
2032	600,287	395,214
2033	479,653	798,560
2034	332,684	-
2035	162,157	-
2036	162,157	-
2037	44,641	-
2038	2,630	-
	13,285,138	15,602,785

Variable consideration relating to volume rebates has been constrained in estimating contract revenue in order that it is highly probable that there will not be a future reversal in the amount of revenue recognised when the amount of volume rebates has been determined. Therefore, the above amounts do not include the amounts of such variable consideration that has been constrained.

(iii) Reconciliation of opening balance to closing balance

	2024 USD	2023 USD
At 01 January	57,267,699	52,016,153
Acquisition through business combination	-	5,931,956
Amount included in deferred revenue that was recognised as revenue during the year *	(729,678,544)	(813,283,826)
Cash received in advance of performance and not recognised as revenue during the year	743,904,514	812,678,929
Interest expense on unwinding of discounted deferred revenue	1,200,726	(1,319,462)
Discounting adjustment to reflect present value	(4,049,881)	2,069,623
Translation difference	1,627,911	(825,674)
At 31 December	70,272,425	57,267,699

* It also includes carried forward deferred revenue that has been recognised as revenue in the current reporting year.

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22 GOVERNMENT GRANTS

Analysed as follows:

	Group	
	2024	2023
	USD	USD
At 01 January	20,746,084	18,198,686
Grants received	10,753,321	15,955,444
Grants receivable	2,522,922	-
Amortised to profit or loss (Note 30)	(8,191,386)	(13,196,448)
Translation difference	(96,317)	(211,598)
	25,734,624	20,746,084
At 31 December	25,734,624	20,746,084
Non-current	24,468,067	9,180,531
Current	1,266,557	11,565,553
	25,734,624	20,746,084

The grants received and receivable as at 31 December 2024 relate to:

- In 2024, a grant of TZS 3,078,459,619 (equivalent to USD 1.2 million) was received from the Government of Tanzania through its UCSAF Fund for the development of telecommunication services in underserved areas. The grant is amortized to profit or loss over 5 years, which is the expected useful lives of the relates assets.
- A grant of MGA 41,905,242,500 (equivalent to USD 9.4 million) was received from the Ministry of Telecommunications with regards to the backbone project from Toliara to Morondova. The grant receivable of MGA 14,895,645,000 (equivalent to USD 3.2 million) relates to a 4G coverage project of 150 sites. The grant is amortised to profit or loss based on the costs incurred.
- During the year, the Group signed an agreement with the Uganda Communications Commissions (UCC) to finance up to 39% of the capital expenditure towards the construction of 13 sites in the rural areas to improve telecommunications access. The grant shall amortized over 10 years from the completion date of the applicable sites. The construction of the 13 sites is in progress and is expected to be completed during 2025.
- The World Bank had awarded grants to Towerco of Madagascar SA for the development of telecommunication in rural areas under PICOM Zone 1A and PICOM 3 in Madagascar. These grants have been amortised over the useful life of the assets acquired by these grants, which vary between 10 and 20 years.

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23 PROVISIONS

	Group	
	2024 USD	2023 USD
Provision for dismantling costs (i)	37,348,279	34,300,210
Provision for litigations (ii)	15,173,166	12,561,102
Provision for short term risks on operating activities (iii)	261,482	2,521,550
Other provisions (iv)	8,464,819	9,412,382
	61,247,746	58,795,244
Non-current	47,910,815	45,623,573
Current	13,336,931	13,171,671
	61,247,746	58,795,244

(i) Provision for dismantling costs

The provision for dismantling costs relates to the cost of dismantling technical equipment and the cost of restoration of the sites on which these equipments are located.

	Group	
	2024 USD	2023 USD
At 01 January	34,300,210	29,194,785
Acquisition through business combination (Note 26)	892,734	4,138,812
Additional provision	3,315,634	1,040,499
Reversal of provision	(527,863)	(1,732,406)
Interest expense (Note 6)	4,274,963	2,073,358
Reclassification to provision for litigation	(4,106,205)	-
Translation difference	(801,194)	(414,838)
At 31 December	37,348,279	34,300,210

The provision for dismantling costs recognised under property, plant and equipment amount to USD 3,314,822 (Refer to Note 10). The excess between the increase in liability following the remeasurement of the liability and the value of the property, plant and equipment amounts to USD 521,051 (2023: USD 160,602) and is accounted in profit or loss under non-operating income (Refer to Note 38).

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23 PROVISIONS (CONTINUED)

(ii) Provision for litigations

The provision for litigations relate to legal fees and costs of settlement that are expected to be incurred in respect of outstanding legal cases against the Group.

	Group	
	2024	2023
	USD	USD
At 01 January	12,561,102	15,501,870
Acquisition through business combination (Note 26)	3,073	94,889
Additional provision (Note 5)	1,332,550	806,725
Reversal of provision (Note 5)	(2,087,598)	(3,785,989)
Reclassification from dismantling costs	4,106,205	-
Payments during the year	(112,102)	(121,886)
Translation difference	(630,064)	65,493
At 31 December	15,173,166	12,561,102

As at 31 December 2024, the Group has recognized a provision for litigation amounting to **USD 15,173,166** (2023: USD 12,561,102) representing management's best estimate of the expected outflows to settle ongoing legal disputes. The nature of the litigations includes commercial, land, and labour matters. Based on legal advice and current circumstances, management has made appropriate revisions where it believes it is probable that an outflow of economic resources will be required to settle the obligation.

The provision has been measured at the present value of management's best estimate of the expenditure required to settle the obligation at the reporting date, considering the advice of external legal counsel and any expected timing of the settlement. The material litigations are disclosed below:

	2024
	USD
Commercial	9,515,538
Land	1,858,655
Labour	1,144,936
	12,519,129

Details of the provision for litigations:

Commercial

These include legal proceedings (and appeals against judgements) relating to breach of contracts, disputes over contract performance and compensation claims.

Land

These include legal action related to alleged unauthorised land use. The amount of the claim is USD 1.68 million.

Labour

These include legal proceedings for unfair termination of the contracts of employees.

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23 PROVISIONS (CONTINUED)
(iii) Provision for short-term risks on operating activities

The provision for short-term risks on operating activities relates to probable loss arising in the normal course of conducting its daily operations and regulatory compliance.

	Group	
	2024	2023
	USD	USD
At 01 January	2,521,550	3,639,939
Additional provision	330,926	1,709,639
Reversal of provision	(2,491,718)	(2,930,685)
Translation difference	(99,276)	102,657
	261,482	2,521,550

(iv) Other provisions

The other provisions relate to ongoing tax cases in the appeal mechanism in Tanzania in relation to dispute on applicability of withholding tax on IRU payments and dispute on chargeability of alternative minimum tax between 2011 and 2014.

	Group	
	2024	2023
	USD	USD
At 01 January	9,412,382	-
Transfer from trade and other payables	-	9,786,185
Reversal of provision	(1,254,483)	-
Translation difference	306,920	(373,803)
	8,464,819	9,412,382

24 RELATED PARTY TRANSACTIONS

During the year under review, the following transactions were carried out with related parties. The nature, volume of transaction and the balances were as follows:

(a) Loans receivable from other related parties
1. Nea Madagascar – other related party

	Group		Company	
	2024	2023	2024	2023
	USD	USD	USD	USD
At 01 January	99,666	295,890	-	-
Repayment during the year	(70,502)	(196,782)	-	-
Translation difference	(1,144)	558	-	-
	28,020	99,666	-	-

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Loans receivable from other related parties (continued)

1. Nea Madagascar – other related party (continued)

The loan receivable from other related party is unsecured, interest-free and repayable on demand. A portion of the loan amounting to **MGA 131,866,406** (2023: MGA 453,533,753) bears interest at a rate of 8.5% (2023: 8.5%) per annum and is repayable after more than one year. The interest receivable has been disclosed separately within 'Amount receivable from other related parties' with an interest income of **USD 5,518** (2023: USD 13,304).

2. Prime Africa Real Estate Ltd - Entity under common control

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	10,490	-	10,490	-
Loan advanced during the year	-	10,000	-	10,000
Interest income	500	490	500	490
At 31 December	<u>10,990</u>	<u>10,490</u>	<u>10,990</u>	<u>10,490</u>

The loan receivable from entity under common control is unsecured, bears interest at a rate of 5% per annum and is repayable on demand.

3. Next Telco Ltd – Non-controlling interest of Honora Holdings Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	11,684,750	5,085,000	11,684,750	5,085,000
Loan reassigned during the year	-	11,684,750	-	11,684,750
Vendor loan net off	-	(4,915,000)	-	(4,915,000)
Reversal of impairment loss/(Impairment loss)	170,000	(170,000)	170,000	(170,000)
Interest income	1,011,214	-	1,011,214	-
At 31 December	<u>12,865,964</u>	<u>11,684,750</u>	<u>12,865,964</u>	<u>11,684,750</u>

Upon exercise of the share option by Next Telco Ltd on 31 December 2023 whereby Next Telco Ltd acquired a further 10% stake in Honora Holdings Ltd from Axian Telecom, the loan payable by Honora Holdings Ltd to Axian Telecom has been reassigned to Next Telco Ltd, implying that the loan is now payable by Next Telco Ltd to Axian Telecom as at 31 December 2023.

Interest is accrued on the outstanding principal at the rate of 8% per annum. The loan is repayable on or around 15 February 2027.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(a) *Loans receivable from other related parties (continued)*

4. *Emediaplace Ltd - Entity under common control*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	76,702	-	-	-
Interest	5,655	-	-	-
Unrealised exchange loss	(5,364)	-	-	-
Disposal of subsidiary*	-	76,702	-	-
At 31 December	<u>76,993</u>	<u>76,702</u>	<u>-</u>	<u>-</u>

The loan receivable from entity under common control is unsecured, bears interest at a rate of 5% per annum and is repayable on demand.

* This includes loan receivable by Silver Links Ltd from emediaplace Ltd, which was disposed on 14 December 2023.

5. *Telecom Comores SA - Subsidiary and former joint venture*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Loan advanced during the year	227,989	-	-	-
Interest income	4,639	-	-	-
Unrealised exchange gain	914	-	-	-
Acquisition of subsidiary*	(233,542)	-	-	-
At 31 December	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The loan receivable from subsidiary/former joint venture is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

* On 31 May 2024, the Company acquired an additional 50% of the issued share capital of Telecom Comores Holding Ltd (parent company of Telecom Comores SA), which was our joint venture prior to 31 May 2024. Telecom Comores Holding Ltd group is consolidated as from 31 May 2024, and hence the loan receivable from the latter was eliminated on consolidation as at year end.

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Total (Note 14)	<u>12,981,967</u>	<u>11,871,608</u>	<u>12,876,954</u>	<u>11,695,240</u>
Non-current	12,654,434	11,713,729	12,654,434	11,684,750
Current	327,533	157,879	222,520	10,490
Total	<u>12,981,967</u>	<u>11,871,608</u>	<u>12,876,954</u>	<u>11,695,240</u>

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) *Loans receivable from subsidiaries (Note 14)*

1. *Agou Holding SASU*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	76,291,362	77,950,952
Advance during the year	-	-	105,042	-
Interest income	-	-	4,091,166	4,719,631
Withholding tax	-	-	(139,371)	(170,708)
Interest received	-	-	(5,120,104)	(1,613,708)
Unrealised exchange (loss)/gain	-	-	(3,448,389)	2,759,317
Repayment during the year	-	-	(24,359,334)	(7,354,122)
At 31 December	-	-	47,420,372	76,291,362

The Company has granted Agou Holding SASU the following loans:

(i) A loan amounting of EUR 29.6 million which is unsecured, bears interest at a rate of 5% per annum and is repayable not before November 2024.

(ii) A loan amounting of FCFA 23.7 billion which is unsecured, bears interest at a rate of 9.075% per annum and is repayable annually until 30 September 2026.

2. *Towerco of Africa Ltd*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	26,027,584	16,475,295
Advance during the year	-	-	6,092,361	8,109,299
Interest income	-	-	1,897,630	1,442,990
Unrealised exchange loss	-	-	(41,449)	-
At 31 December	-	-	33,976,126	26,027,584

The loan is unsecured, bears interest at a rate of 8% per annum and repayable on demand.

3. *Honora Tanzania Public Limited Company*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	237,770,384	206,973,778
Advance during the year	-	-	40,338,539	60,966,183
Repayment during the year	-	-	(27,000,001)	(28,500,000)
Withholding tax	-	-	(2,248,543)	(1,752,885)
Interest received	-	-	(10,077,843)	(17,445,555)
Interest income	-	-	23,572,899	17,528,863
At 31 December	-	-	262,355,435	237,770,384

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Loans receivable from subsidiaries (Note 14) (continued)

3. Honora Tanzania Public Limited Company (continued)

The Company has granted Honora Tanzania Public Limited Company the following loans:

(i) A loan amounting to USD 196 million, which is unsecured, bears interest at a rate of 8% per annum and is repayable by 15 February 2027.

(ii) A loan amounting to USD 101.3 million, which is unsecured, bears interest at a rate of 9.30% per annum and is repayable by 01 November 2030.

4. Honora Holdings Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	93,478,028	97,125,116
Advance during the year	-	-	-	-
Interest income	-	-	7,757,140	8,037,662
Interest received	-	-	(2,816,342)	-
Repayment during the year	-	-	(183,658)	-
Loan reassigned	-	-	-	(11,684,750)
At 31 December	-	-	98,235,168	93,478,028

The loans are unsecured, bear interest at a rate of 8% per annum and is repayable by 15 February 2027.

5. Axian Financial Services Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	10,822,192	11,617,367
Advance during the year	-	-	-	296,532
Repayment during the year	-	-	(10,822,192)	(1,068,634)
Interest income	-	-	-	19,292
Interest received	-	-	-	(31,366)
Unrealised exchange loss	-	-	-	(10,999)
At 31 December	-	-	-	10,822,192

The loan is unsecured, interest free and repayable on demand. The loan was repaid during the year ended 31 December 2024.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Loans receivable from subsidiaries (Note 14) (continued)

6. Meta Market Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	2,868,834	1,483,828
Advance during the year	-	-	1,163,988	1,270,000
Interest income	-	-	269,671	107,416
Unrealised exchange (loss)/gain	-	-	(23,419)	7,590
At 31 December	-	-	4,279,074	2,868,834

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

7. Axian Telecom Middle East Management and Technical Services Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	4,666,695	304,516
Advance during the year	-	-	16,200,521	4,246,085
Interest income	-	-	875,282	116,094
Unrealised exchange loss	-	-	(209,514)	-
At 31 December	-	-	21,532,984	4,666,695

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

8. Telecom Malagasy SA

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	22,630,489	-
Advance during the year	-	-	17,043,142	22,295,966
Repayment during the year	-	-	(2,043,068)	-
Interest income	-	-	2,698,569	334,523
Interest received	-	-	(2,207,684)	-
At 31 December	-	-	38,121,448	22,630,489

The loan is unsecured, bears interest at the rate of 9.30% per annum and repayable by the maturity date of 01 November 2030.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)*(b) Loans receivable from subsidiaries (Note 14) (continued)*9. *TODRC Holding Ltd*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	1,038,589	-
Advance during the year	-	-	-	4,194,071
Repayment during the year	-	-	-	(3,200,000)
Interest income	-	-	79,743	44,518
At 31 December	-	-	1,118,332	1,038,589

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

10. *Stellar IX Data Centers Ltd*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	8,273,156	-
Advance during the year	-	-	1,571,933	10,253,631
Repayment during the year	-	-	-	(2,500,000)
Interest income	-	-	661,059	473,234
Interest received	-	-	-	(38,000)
Interest receivable written off	-	-	-	(34,329)
Unrealised exchange gain	-	-	(555,458)	118,620
At 31 December	-	-	9,950,690	8,273,156

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

11. *Discovery Place Ltd*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	31,310	-
Advance during the year	-	-	10,000	30,000
Interest income	-	-	2,452	1,310
At 31 December	-	-	43,762	31,310

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)*(b) Loans receivable from subsidiaries (Note 14) (continued)*12. *Axian Telecom Kenya Ltd*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	26,222	-
Advance during the year	-	-	692,354	25,649
Interest income	-	-	25,753	573
At 31 December	-	-	744,329	26,222

The loan is unsecured, bears interest at the rate of 8% per annum and repayable 2 years after first disbursement, which was 14 July 2023.

13. *Saga Africa Holdings Ltd*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	166,515	-
Advance during the year	-	-	-	164,205
Interest income	-	-	12,999	364
Unrealised exchange (loss)/ gain	-	-	(11,052)	1,946
At 31 December	-	-	168,462	166,515

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

14. *Axian Finance Ltd*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Advance during the year	-	-	667,173	-
Interest income	-	-	8,237	-
Repayment during the year	-	-	(638,099)	-
Interest received	-	-	(8,089)	-
Unrealised exchange loss	-	-	(29,222)	-
At 31 December	-	-	-	-

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

The loan and interest receivable was fully repaid during the year.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Loans receivable from subsidiaries (Note 14) (continued)

15. Telecom Comores Holding Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Advance during the year	-	-	179,216	-
Interest income	-	-	7,956	-
Unrealised exchange loss	-	-	(8,752)	-
At 31 December	-	-	178,420	-

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

16. Telecom Comores SA

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Advance during the year	-	-	227,989	-
Interest income	-	-	17,904	-
Unrealised exchange loss	-	-	(11,441)	-
At 31 December	-	-	234,452	-

The loan is unsecured, bears interest at the rate of 10% per annum and repayable on demand.

17. Axian Telecom Fibre Limited

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Advance during the year	-	-	365,786	-
Interest income	-	-	7,750	-
At 31 December	-	-	373,536	-

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

18. Towerco of Africa Uganda Limited

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Advance during the year	-	-	850,000	-
Interest income	-	-	36,887	-
At 31 December	-	-	886,887	-

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Loans receivable from subsidiaries (Note 14) (continued)

19. Maya Africa Holding Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Advance during the year	-	-	92,439	-
Interest income	-	-	1,326	-
Unrealised exchange loss	-	-	(4,279)	-
At 31 December	-	-	89,486	-

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

20. Towerco of Africa Tanzania Limited

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Advance during the year	-	-	24,002,433	-
Interest income	-	-	504,928	-
At 31 December	-	-	24,507,361	-

The loan is unsecured, bears interest at the rate of 10.50% per annum and repayable on demand.

21. Axian Support Services Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	-	-
Advance during the year	-	-	1,081,315	-
Interest income	-	-	16,261	-
Unrealised exchange loss	-	-	(44,097)	-
At 31 December	-	-	1,053,479	-

The loan is unsecured, bears interest at the rate of 8% per annum and repayable on demand.

Total (Note 14)	-	-	545,269,803	484,091,360
Non-current (Note 14)	-	-	326,253,669	366,277,460
Current (Note 14)	-	-	219,016,134	117,813,900
	-	-	545,269,803	484,091,360

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Amount receivable from related parties (Note 12) (continued)

Group

Name of related entity	Relationship	Nature of transactions	2024		2023	
			Outstanding balance USD	Transactions during the year USD	Outstanding balance USD	Transactions during the year USD
Axian Support Services	Entity under common control	General Management and administration fees and sale of services	452,230	411,922	321,661	130,560
Nea Madagascar	Other related party	Sales of services and interest income	297,975	455,673	170,697	387,787
First Immo	Entity under common control	Trademark fees and sales of services	382,733	109,584	76,870	135,391
Jovena Madagascar	Other related party	Sales of services	200,163	171,597	74,846	162,753
Société de Gestion et d'Exploitation de Madagascar (SGEM)	Other related party	Sales of services	34,076	97,704	41,469	35,019
Telco OI	Joint venture	Sales of services	44,893	232,795	113,558	1,106,138
We Light Madagascar	Other related party	Sales of services	159,591	199,285	63,155	91,230
Telecom Comores SA (Telco)	Former joint venture	Trademark and royalty fees, sale of bandwidth and other services rendered	-	-	7,113,980	3,788,063
Axian Group Ltd	Entity under common control	Amount advanced	28,635	-	16,229	188,431
Axian Energy	Other related party	Acquisition of shares/ sale of services	51,019	31,582	25,138	48,403
BNI Madagascar	Former associate	Sales of services	168,701	575,991	358,805	576,389
Fondation Axian	Other related party	Sales of services	19,558	10,821	428,621	533,755
Green Energy Solutions	Other related party	Expenses paid on behalf	42,452	10,662	42,426	44,757
Malagasy Oil Company	Other related party	Sales of services	-	5,909	-	-
Maya Africa Holding Ltd	Former associate	Sales of services	-	-	-	423,261
Telecom Comores Holding Ltd	Former joint venture	Expenses paid on behalf	-	-	52,995	-
Fondation H	Other related party	Sales of services	12,369	6,803	3,458	9,231
Malagasy Oil Company	Other related party	Sales of services	2,497	5,467	176	180
Compagnie General d'Hydroelectricite de Volobe	Other related party	Sales of services	8,761	7,926	107	125

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Amount receivable from related parties (Note 12) (continued)

Group (continued)

Name of related entity	Relationship	Nature of transactions	2024		2023	
			Outstanding balance USD	Transactions during the year USD	Outstanding balance USD	Transactions during the year USD
We Light Mali	Other related party	Sales of services	-	-	-	98
MadaPlace	Entity under common control	Sales of Services	-	-	3,519	-
Prime Africa Real Estate Ltd	Entity under common control	Advances and expenses paid on behalf	26,342	-	26,342	-
Mr. Hassanein Shahreza Hiridjee	Ultimate controlling party	Disposal of shares and expenses paid on behalf	10,001	-	10,001	-
Next Telco Ltd	Minority shareholder of Honora Holdings Ltd and Stellar-IX Tanzania Limited	Acquisition/disposal of shares	1,943	-	3,718	-
emediaplace Ltd	Entity under common control	Expenses paid on behalf	46,361	-	56,223	-
Nea Senegal	Other related party	Rechargeable income	2,743	-	2,742	2,743
Rawson Investments Limited	Minority shareholder of TODRC Holding Ltd	Acquisition/disposal of shares	-	-	96,030	-
Nea Togo	Other related party	Sales of services	-	-	-	550
Axian Telecom Holding and Management Ltd	Shareholder	Acquisition of shares	38,620	-	-	-
Axian Finance Ltd	Former subsidiary	Expenses paid on behalf	11,248	-	-	-
Eydon Petroleum SA	Entity under common control	Rechargeable income	14,871	12,200	-	-
Teyliom Telecom	Minority shareholder of Towerco of Africa Senegal	Acquisition of shares	291,153	-	-	-
			2,325,309	2,325,726	9,102,766	7,664,864

The amounts receivable from related parties in relation to general management and administration fees, trademark fees and sales of services are unsecured, interest free and are repayable within 30 days from invoice date.

The amounts receivable from related parties in relation to advances, acquisition of shares and settlement of expenses on behalf are unsecured, interest free and repayable on demand.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Amount receivable from related parties (Note 12) (continued)

Company

Name of related entity	Relationship	Nature of transactions	2024		2023	
			Outstanding balance USD	Transactions during the year USD	Outstanding balance USD	Transactions during the year USD
Telecom Comores Holding Ltd	Former joint venture	Payment of expenses on behalf	-	-	52,995	-
Telecom Comores SA (Telco)	Former joint venture	Trademark and licence fees due	-	-	265,848	265,848
Next Telco Ltd	Minority shareholder of Honora Holdings Ltd and Stellar-IX Tanzania Limited	Acquisition/disposal of shares	10	-	10	-
Prime Africa Real Estate Ltd	Entity under common control	Advances and expenses paid on behalf	26,342	-	26,342	-
Mr. Hassanein Shahreza Hiridjee	Ultimate controlling party	Disposal of shares and expenses paid on behalf	10,001	-	10,001	-
Axian Telecom Holding and Management Ltd	Shareholder	Payment of expenses on behalf	38,620	38,620	-	-
Axian Finance Ltd	Former subsidiary	Payment of expenses on behalf	11,245	-	-	-
			86,218	38,620	355,196	265,848

The amounts receivable from related parties in relation to trademark fees are unsecured, interest free and are repayable within 30 days from invoice date.

The amounts receivable from related parties in relation to advances, disposal of shares and settlement of expenses on behalf are unsecured, interest free and repayable on demand.

AXIAN TELECOM

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(d) Amount receivable from subsidiaries (Note 12)

Company

Name of related entity	Nature of transactions	2024		2023	
		Outstanding balance USD	Transactions during the year USD	Outstanding balance USD	Transactions during the year USD
MVOLA SA	Trademark and royalties fees and Technical assistance fees	5,028,875	23,215,896	10,511,143	18,264,632
Towerco of Africa Madagascar SA	Technical assistance fees	(12,275)	5,083,832	1,361,876	4,654,879
Societe Holding Togolaise des Communications Electroniques SA (Togocom)	Technical assistance fees and Payment of expenses on behalf	1,160,189	312,856	10,383,296	5,109,031
Telecom Malagasy SA	Trademark and royalties fees, IT support fees and loan commitment fees	18,238,879	10,831,760	15,898,780	8,171,984
Agou Holding SASU	Payment of expenses on behalf	9,203,279	-	9,825,122	-
Honora Holdings Ltd	Payment of expenses on behalf	720,937	-	653,120	-
TODRC Holding Limited	Payment of expenses on behalf	26,342	-	26,342	-
Discovery Place Ltd	Payment of expenses on behalf	11,495	-	11,495	-
Meta Market Ltd	Payment of expenses on behalf	5,011,495	-	5,011,495	-
Stellar IX SA	Technical assistance fees	1,892,048	641,258	1,362,428	673,105
Axian Telecom Côte D'Ivoire	Payment of expenses on behalf	7,338,485	-	3,238,167	-
Honora Tanzania Mobile Solutions Limited	Payment of expenses on behalf	304,539	-	304,540	-
Axian Telecom Middle East Management and Technical Services Limited	Procurement fees and payment of expenses on behalf	2,830,420	-	2,618,000	2,618,000
Towerco of Africa Uganda Limited	Technical assistance fees	425,815	206,953	218,862	149,661
Towerco of Africa Limited	Share capital receivable	1	-	1	-
Towerco of Africa DRC	Payment of expenses on behalf	133,223	-	133,223	-
Axian Telecom Kenya Limited	Payment of expenses on behalf	148,212	-	64,912	-
Stellar IX Data Centres Ltd	Payment of expenses on behalf	10,000	-	10,000	-
Maya Africa Holding Ltd	Payment of expenses on behalf	300,505	-	92,993	-
Axian Telecom Fibre Limited	Payment of expenses on behalf	25,189	-	-	-
Telecom Comores SA (Telco)	Trademark and royalties fees	564,382	320,597	-	-
Telecom Comores Holding Ltd	Payment of expenses on behalf	49,639	-	-	-
		53,411,674	40,613,152	61,725,795	39,641,292

The amounts receivable from subsidiaries in relation to trademark and royalties fees, technical assistance fees, procurement fees are unsecured, interest free and are repayable within 30 days from invoice date.

The amounts receivable from subsidiaries in relation to settlement of expenses on behalf are unsecured, interest free and repayable on demand, except the amounts receivable from Axian Telecom Côte D'Ivoire and Honora Holdings Ltd which bear interest at the rate of 8% per annum.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(e) Loans payable to related parties

1. *Hassanein Hiridjee - Ultimate Controlling party*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	139,776,102	130,543,543	139,776,102	130,543,543
Interest expense (Note 6)	9,645,084	7,853,891	9,645,084	7,853,891
Translation difference	(2,744,621)	1,378,668	(2,744,621)	1,378,668
At 31 December	<u>146,676,565</u>	<u>139,776,102</u>	<u>146,676,565</u>	<u>139,776,102</u>

The loan from the ultimate controlling party is unsecured, bears interest at the rate of 8% per annum and is repayable on demand. The Group's and the Company's obligations have been subordinated to its obligations in respect of the Notes, the Revolving Credit facility, the loan facility from British International Investment Plc and JP Morgan Chase Bank N.A pursuant to the terms of subordination deeds entered into between, amongst others, the ultimate controlling party and the Company. The loan shall be repayable immediately following demand by the ultimate controlling party, provided that no such demand shall be made until on or after the date falling 6 months after the Senior Discharge date, the date on which the Company has discharged all present and future obligations and liabilities at any time due, owing or incurred by the Company under (i) the indenture dated 16 February 2022 pursuant to which the Company issued USD 420,000,000 7.375% Senior Notes due 2027 and (ii) the USD 42,000,000 revolving credit facility agreement dated 16 February 2022. Given that the senior Notes would be repaid by 2027, the loan from ultimate controlling party would be settled after 2027.

2. *Illiad - Entity with joint control*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January and 31 December	<u>141,996</u>	<u>141,996</u>	<u>141,996</u>	<u>141,996</u>

Relate to interest payable on loan. The amount is unsecured, interest-free and repayable on demand.

3. *ECP Africa Fund IV LLC – Minority interest*

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	1,740,114	-	-
Repayment during the year	-	(1,808,175)	-	-
Interest expense (Note 6)	-	47,935	-	-
Translation difference	-	20,126	-	-
At 31 December	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The loan was unsecured, bears interest at a rate of 5% per annum and was fully repaid in the prior year.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(e) Loans payable to related parties (continued)

4. ECP Africa Fund IV A LLC – Minority interest

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	7,466,839	-	-
Repayment during the year	-	(7,758,887)	-	-
Interest expense (Note 6)	-	205,692	-	-
Translation difference	-	86,356	-	-
At 31 December	-	-	-	-

The loan was unsecured, bears interest at a rate of 5% per annum and was fully repaid in the prior year.

5. Global Crossing - Subsidiary

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	14,640,804	14,140,976
Translation difference	-	-	(926,632)	499,828
At 31 December	-	-	13,714,172	14,640,804

The loan is unsecured, interest-free and is repayable on demand.

6. Next Telco Ltd – Non controlling interest of Honora Holdings Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	23,369,502	15,706,678	-	4,915,000
Addition during the year	-	-	-	(4,915,000)
Loan reassigned	-	11,684,751	-	-
Interest expense (Note 6)	1,923,644	893,073	-	-
Vendor loan net off	-	(4,915,000)	-	-
Translation difference	15,722	-	-	-
At 31 December	25,308,868	23,369,502	-	-

The loan amounting to USD 23,308,868 is unsecured and bears interest at a rate of 8% per annum. All interest compounded shall be paid not less than one business day prior to the maturity date and all remaining balance to be repaid fully on the maturity date (15 February 2027). The loan amounting to USD 4,915,000 is unsecured, interest-free and is repayable when Next Telco Ltd shall exercise the option, falling due within 18 months from April 2022. Next Telco Ltd has exercised the option during the year ended 31 December 2023.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(e) Loans payable to related parties (continued)

7. Rawsons Investments Limited – Non controlling interest of TODRC Holding Ltd

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	918,651	-	-	-
Addition during the year	2,850,000	900,459	-	-
Interest expense (Note 6)	151,372	18,192	-	-
At 31 December	3,920,023	918,651	-	-
The loan from minority shareholder of TODRC Holding Ltd is unsecured, bears interest at the rate of 8% per annum and is repayable in 2028.				
Total (Note 20)	176,047,452	164,206,251	160,532,733	154,558,902
Non-current (Note 20)	176,047,452	164,206,251	146,818,561	139,918,098
Current (Note 20)	-	-	13,714,172	14,640,804
Total	176,047,452	164,206,251	160,532,733	154,558,902

(f) BNI Madagascar - Former associate

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Bank loan	8,554,608	16,526,801	-	-
	8,554,608	16,526,801	-	-

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(g) Amount payable to other related parties (Note 21)

Group

Name of related entity	Relationship	Nature of transactions	2024		2023	
			Outstanding balance	Transactions during the year	Outstanding balance	Transactions during the year
			USD	USD	USD	USD
Axian Support Services	Entity under common control	Purchase of services	298,064	3,361,772	893,999	3,050,863
Nea Madagascar	Other related party	Purchase of services	484,424	450,355	455,306	478,545
First Immo	Entity under common control	Purchase of services	533,300	3,559,417	509,554	3,692,093
Jovena Madagascar	Other related party	Purchase of services	375,241	312,293	407,815	1,250,746
Société de Gestion et d'Exploitation de Madagascar (SGEM)	Other related party	Purchase of services	155,225	83,812	502,093	177,814
Telco OI	Joint venture	Purchase of goods	32,785	12,821	5,313	47,851
Telecom Comores SA (Telco)	Former joint venture	Purchase of services	-	-	7,928	75,040
		Treasury fees, amount advanced and payment of expenses on behalf of the Company.	1,936,849	-	1,923,898	598,448
Axian Group Ltd	Entity under common control					
Fondation Axian	Other related party	Sponsoring fees	-	67,428	-	12,052
We Light Madagascar	Other related party	Purchase of services	-	10,739	6,590	-
Axian Energy	Other related party	Technical assistance expenses	-	-	-	135,983
NJJ North Atlantic SAS	Other related party	Management fees	-	-	-	400,000
Teyliom Telecom	Other related party	Management fees	-	-	-	275,000
We Light Mali	Other related party	Purchase of services	-	-	-	55
Prime Africa Real Estates Ltd	Entity under common control	Payment of expenses on behalf of	1	-	-	-
Axian Finance Ltd	Former subsidiary	Issue of shares	100	-	-	-
Axian Venture Investments Ltd	Other related party	Payment of expenses on behalf of	685	-	-	-
Green Energy Solutions	Other related party	Purchase of services	-	173,113	-	-
MadaPlace	Other related party	Purchase of services	-	12,938	-	-
BNI Madagascar	Former associate	Purchase of services	-	10,796	-	-
Sanko	Former subsidiary	Purchase of services	480,266	-	-	-
	Minority shareholder of Honora Holdings Ltd and Stellar-IX Tanzania Limited					
Next Telco Ltd		Purchase of services	2,284,778	1,114,378	1,170,400	1,170,400
			6,581,718	9,169,862	5,882,896	11,364,890
Non-current			-		520	
Current			6,581,718		5,882,376	
			6,581,718		5,882,896	

The amounts payable to other related parties in relation to technical assistance fees, treasury fees, management fees and purchase of services are unsecured, interest free and repayable within 30 days from invoice date.

The amount payable to other related parties in relation to advance made, issue of shares and settlement of expenses on behalf are unsecured, interest free and repayable on demand.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(g) *Amount payable to other related parties (Note 21)*

Company

Name of related entity	Relationship	Nature of transactions	2024		2023	
			Outstanding balance USD	Transactions during the year USD	Outstanding balance USD	Transactions during the year USD
Axian Support Services	Entity under common control	Rechargeable expenses	195,458	2,982,422	375,693	2,515,684
Axian Finance Ltd	Former subsidiary	Issue of shares	100	-	-	-
Axian Group Ltd	Entity under common control	Treasury fees	840,000	-	840,000	210,000
			1,035,558	2,982,422	1,215,693	2,725,684

The amount payable to other related parties in relation to treasury fees and rechargeable expenses are unsecured, interest free and are repayable within 30 days from invoice date.

The amount payable to other related parties in relation to issue of shares is unsecured, interest free and repayable on demand.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(h) Amount payable to subsidiaries (Note 21)

Company

Name of related entity	Nature of transactions	2024		2023	
		Outstanding balance USD	Transactions during the year USD	Outstanding balance USD	Transactions during the year USD
Telecom Malagasy SA	Rechargeable expenses	341,695	-	370,327	-
TODRC Holding Limited	Issue of shares	1	-	1	-
Honora Holdings Ltd	Settlement of expenses on behalf of	301,837	-	301,837	-
Saga Africa Holdings Ltd	Rechargeable expenses	486,342	494,142	86,846	-
Pulse	Technical assistance expenses	142,599	371,994	117,423	514,685
Axian Support Services Limited	Rechargeable expenses, management fees	7,724	-	8,267,515	840,000
Axian Telecom Côte D'Ivoire	Issue of shares	1,802	-	1,802	-
Discovery Place Ltd	Issue of shares	100	-	100	-
Meta Market Ltd	Issue of shares	100	-	100	-
Towerco of Africa Limited	Settlement of expenses on behalf of	1,187	-	1,187	-
Silver Links Limited	Satellite and optical fibre bandwidth charges	373,521	104,030	292,423	286,092
Honora Tanzania Public Limited Company	Rechargeable expenses, commitment fees	2,611,639	862,946	863,181	622,728
Honora Tanzania Mobile Solutions Limited	Rechargeable expenses	118,134	118,134	-	-
Stellar-IX SA	IT support expenses	10,074	-	262,284	262,283
Axian Telecom Middle East Management and Technical Services Limited	Technical assistance expenses, travel expenses	35,806,668	16,855,562	17,971,740	17,961,740
Axian Telecom Fibre Limited	Issue of shares	100	-	-	-
Axian University (formerly known as NEXTA)	Rechargeable expenses	22,700	38,471	-	-
Societe Holding Togolaise des Communications Electroniques SA (Togocom)	Rechargeable expenses	1,682	-	-	-
	Treasury fees, reassignment of amount payable on reorganisation of Axian Finance Ltd				
Axian Financial Services Ltd		28,403,148	840,000	-	-
Axian Telecom Kenya Ltd	Rechargeable expenses	442,742	442,013	730	-
		69,073,795	20,127,292	28,537,496	20,487,528

The amounts payable to subsidiaries in relation to rechargeable expenses, technical assistance expenses, treasury fees, management fees, satellite and optical fibre bandwidth charges, IT support fees and travel expenses are unsecured, interest free and repayable within 30 days from invoice date.

The amount payable to subsidiaries in relation to issue of shares, settlement of expenses on behalf and commitment fees are unsecured, interest free and repayable on demand.

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24 RELATED PARTY TRANSACTIONS (CONTINUED)

(i) Key management compensation

The remuneration and other advantages for key management personnel is shown below:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Short term benefits	5,396,679	4,721,722	1,975,216	1,027,609

(j) Fees to management entity

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
<u>DTOS Ltd</u>				
Fees paid during the year	59,501	82,685	4,800	5,185
Fees incurred during the year	54,261	61,428	4,840	4,826
Fees accrued as at year end	1,415	11,675	540	500
Fees prepaid as at year end	48,935	40,336	4,400	4,583

25 LEASE LIABILITIES

(i) Amounts recognised in the statement of financial position

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
<i>Right-of-use assets</i>				
At 01 January	642,375,938	400,255,860	-	-
Acquisition through business combinations (Note 26)	1,804,234	179,746,735	-	-
Disposal of subsidiary (Note 46)	(101,754)	-	-	-
Additions during the year, net of lease incentives	41,739,426	59,048,605	-	-
Termination/Modification of leases during the year	(3,034,155)	(12,093,722)	-	-
Remeasurements	(2,040,859)	103,310,862	-	-
Depreciation charge for the year (Note 5)	(67,859,331)	(65,981,292)	-	-
Translation difference	2,931,869	(21,911,110)	-	-
At 31 December	615,815,368	642,375,938	-	-
<i>Right-of-use assets are made up of the following:</i>				
Land and buildings	60,474,843	23,807,334	-	-
Technical equipment	3,487,300	17,108,708	-	-
Site leases	543,127,557	590,441,980	-	-
Motor vehicles	8,725,668	11,017,916	-	-
At 31 December	615,815,368	642,375,938	-	-

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25 LEASE LIABILITIES (CONTINUED)

(i) Amounts recognised in the statement of financial position (continued)

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
<i>Lease liabilities</i>				
At 01 January	810,904,281	429,875,132	-	-
Acquisition through business combinations (Note 26)	1,803,733	298,494,678	-	-
Disposal of subsidiary (Note 46)	(109,371)	-	-	-
Additions during the year	44,662,743	59,048,605	-	-
Termination/Modification of leases during the year	(3,820,354)	(17,440,678)	-	-
Remeasurements	(1,075,862)	103,310,862	-	-
Interest expense (Note 6)	94,874,020	63,070,818	-	-
Principal paid on lease liabilities	(39,888,878)	(39,285,872)	-	-
Interest paid on lease liabilities	(92,069,683)	(67,416,905)	-	-
Other finance costs	-	143,637	-	-
Translation difference	(1,100,583)	(18,895,996)	-	-
At 31 December	814,180,046	810,904,281	-	-
			Group	
			2024	2023
			USD	USD
Current			44,371,810	36,386,565
Non current			769,808,236	774,517,716
			814,180,046	810,904,281
(ii) Cash flow information:				
Interest paid on lease obligations			92,069,683	67,416,905
Principal paid on lease obligations, net of lease incentives received			36,965,560	39,285,872
(iii) Amounts recognised in the statement of profit or loss and other comprehensive income				
Depreciation of right-of-use assets (Note 5)			67,859,331	65,981,292
Interest expense (Note 5)			94,874,020	63,070,818
Total			162,733,351	129,052,110

AXIAN TELECOM

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**25 LEASE LIABILITIES (CONTINUED)**

The Group's lease terms generally range between 2 to 30 years, usually depending on the nature of the underlying assets. Interest rates applicable to our leases range from 4.5% to 19.4% per annum. For motor vehicles leases with lease terms of three years or more, an implicit interest rate is typically determined, whereas for all other leases, the implicit rate is not easily determinable and the Group, therefore, utilises an incremental borrowing rate.

Payment frequencies are typically monthly, bi-monthly, quarterly, semi-annual, or annual. The Group has an insignificant amount of lease agreements which include purchase options, and where the Group expects to exercise these options, it considers the exercise of the option in the payment profile of the lease.

Land and tower leases generally include renewal options following the initial lease term. Our lease payments generally increase annually by reference to the inflation rate of the market in which they originate. or by reference to other inputs (such as fuel prices).

The short term and low value leases amounting to USD 2,330,629 (2023: USD 1,877,489) has been recognised in profit or loss (Note 5).

26 ACQUISITIONS THROUGH BUSINESS COMBINATIONS**2024****Telecom Comores Holding Ltd and its subsidiaries**

On 31 May 2024, the Company completed the acquisition of an additional 50% of the issued share capital of Telecom Comores Holding Ltd, being the parent company of our joint operations in Comoros (together with the parent company referred to as "Telma Comoros"). The Company thereafter directly and indirectly controlled 93.28% of the voting rights in Telma Comoros, allowing it to control and consolidate the operations of Telma Comoros. The operations of Telma Comoros are consolidated as from 31 May 2024.

The assets and liabilities of Telma Comoros at the date of acquisition are reflected in the table below at their fair values at the date of acquisition, determined as required by IFRS 3 – Business combinations.

	Fair values Telecom Comores Holding Limited and its subsidiaries USD
ASSETS	
Property, plant and equipment (Note 8)	23,755,539
Intangible assets (Note 9)	14,323,642
Right-of-use assets (Note 25 (i))	1,804,234
Deposits receivable (Note 36)	95,638
Financial assets at fair value through profit or loss	22
Inventories	275,874
Trade and other receivables	3,118,675
Current tax asset (Note 7(d))	87,996
Cash at bank	8,036,026
Total assets	51,497,646

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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26 ACQUISITIONS THROUGH BUSINESS COMBINATIONS (CONTINUED)

2024 (continued)

	Fair values Telecom Comores Holding Limited and its subsidiaries USD
LIABILITIES	
Borrowings	6,771,813
Provisions (Note 23)	895,807
Lease liability (Note 25 (ii))	1,803,733
Deferred tax liability (Note 7(b)(ii))	1,188,355
Trade and other payables	20,248,571
Current tax liability (Note 7(d))	179,682
Bank overdraft	12,819
Total liabilities	31,100,780
Cost of investment	14,392,646
Add: Fair value of previously held interest	8,886,340
Less: Net assets at date of acquisition	<u>(20,396,866)</u>
Goodwill	2,882,120

The retranslated goodwill for Telecom Comores Holding Limited and its subsidiaries amounted to **USD 2,774,917** respectively as at 31 December 2024 (Note 33).

	Telecom Comores Holding Limited and its subsidiaries USD
Revenue - post acquisition	20,196,341
Net profit – post acquisition	833,501

If the acquisition had occurred on 1 January 2024, consolidated revenue and profit for the year ended 31 December 2024 would have been USD 1,439,792,422 and USD 116,077,442 respectively. These amounts have been calculated using the subsidiary's results.

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26 ACQUISITIONS THROUGH BUSINESS COMBINATIONS (CONTINUED)

2024 (continued)

**Telecom
Comores
Holding Limited
and its
subsidiaries
USD**

The cash flows associated with the business acquisitions are as follows:

Cash outflow from acquisition of subsidiaries

Purchase consideration	14,392,646
Cash at bank acquired	(8,036,026)
Bank overdraft acquired	12,819
Deferred consideration*	<u>(3,815,388)</u>
Net cash outflows on acquisition of subsidiaries	<u><u>2,554,051</u></u>

* The total value of purchase consideration represents the present value of the current and future payments due in respect of the acquisition. The total acquisition price of EUR 14.0 million is payable in three installments: EUR 5.0 million on completion, EUR 5.0 million on 1 January 2025, and EUR 4.0 million on 1 January 2026. The EUR 5.0 million due on 1 January 2025 was paid in December 2024, leaving only the present value of the EUR 4.0 million due on 1 January 2026 as deferred consideration at 31 December 2024; which is included under other payables.

The goodwill arising from this acquisition is attributable to the acquired customer base and economies of scale expected from combining the operations of the Group.

2023

The Group and the Company acquired the following entities during the year ended 31 December 2023:

Stellar-IX SAU (formerly known as Sen Connect SA)

On 10 April 2023, the Group acquired 100% of the share capital of Stellar-IX SAU (formerly known as Sen Connect SA), a company providing data center services in Senegal. The Group acquired the shares through its subsidiary Stellar IX Data Centers Limited for a consideration of USD 1.

The Group previously held a minority stake in Stellar-IX SAU (formerly known as Sen Connect SA) of 40%, through its investment in its former Mauritian associate, Maya Africa Holding Limited. The fair value of the Group's indirect equity interest in Sen Connect SA before the business combination amounted to USD nil, resulting in a gain of nil in the consolidated statement of profit or loss prior to the disposal of the previously held interest. The total consideration was settled in cash on completion.

Maya Africa Holding Ltd and its subsidiaries

On 2 October 2023, Axian Telecom has acquired a further 40% equity interest in its former associate, Maya Africa Holding Ltd and its subsidiaries, for a total consideration of EUR 50 million. Following the transfer of shares, Axian Telecom now holds 80% shareholding in Maya Africa Holding Ltd, allowing it to control and financially consolidate the operations of Maya Africa Holding Ltd and its subsidiaries from that date.

The assets and liabilities of the acquired Companies at the date of acquisition are reflected in the table below at their fair values at the date of acquisition, determined as required by IFRS 3 – Business combinations.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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26 ACQUISITIONS THROUGH BUSINESS COMBINATIONS (CONTINUED)

2023 (continued)

	Maya Africa Holding Ltd and its subsidiaries 2023 USD	Fair values Stellar-IX SAU (formerly known as Sen Connect SA) 2023 USD	Total 2023 USD
ASSETS			
Property, plant and equipment (Note 8)	98,556,695	4,378,279	102,934,974
Right-of-use assets (Note 25(i))	179,746,735	-	179,746,735
Intangible assets (Note 9)	80,203,756	745,360	80,949,116
Financial assets at fair value through profit or loss	14,112	-	14,112
Deposits receivable (Note 36)	1,983,538	26,983	2,010,521
Inventories	2,544,721	-	2,544,721
Trade and other receivables	48,874,905	6,719,838	55,594,743
Current tax asset (Note 7(d))	311,304	-	311,304
Cash at bank	10,806,381	4,156	10,810,537
Restricted cash	8,331,432	-	8,331,432
Total assets	431,373,579	11,874,616	443,248,195
LIABILITIES			
Borrowings	35,069,178	-	35,069,178
Lease liability (Note 25)	298,494,678	-	298,494,678
Provisions (Note 23)	4,233,701	-	4,233,701
Trade and other payables	86,881,245	14,248,826	101,130,071
Bank overdraft	5,549,247	-	5,549,247
Current tax liability (Note 7(d))	7,025	9,622	16,647
Deferred tax liability (Note 7(b)ii)	5,788,241	330,505	6,118,746
Retirement benefit obligations (Note 35)	2,374,528	-	2,374,528
Total liabilities	438,397,843	14,588,953	452,986,796
Cost of investment	52,921,253	1	52,921,254
Add: Non-controlling interest share of net assets at date of acquisition	(1,404,853)	-	(1,404,853)
Add: Net liability at date of acquisition	7,024,264	2,714,337	9,738,601
Goodwill	58,540,664	2,714,338	61,255,002

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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26 ACQUISITIONS THROUGH BUSINESS COMBINATIONS (CONTINUED)

2023 (continued)

The retranslated goodwill for Maya Africa Holding Ltd and its subsidiaries and Stellar-IX SAU (formerly known as Sen Connect SA) amounted to USD 61,264,124 and USD 2,757,157 respectively as at 31 December 2023 (Note 33).

	Maya Africa Holding Ltd and its subsidiaries USD	Stellar-IX SAU (formerly known as Sen Connect) USD
Revenue - post acquisition	43,197,121	950,958
Net profit/(loss) – post acquisition	(2,935,186)	(450,348)

Maya Africa Holding Ltd and its subsidiaries

If the acquisition had occurred on 1 January 2023, consolidated revenue and profit for the year ended 31 December 2023 would have been USD 1,219,280,502 and USD 48,509,630 respectively. These amounts have been calculated using the subsidiary's results.

Stellar-IX SAU (formerly known as Sen Connect SA)

If the acquisition had occurred on 1 January 2023, revenue and profit for the year ended 31 December 2023 would have been USD 1,089,775,364 and USD 54,953,283 respectively. These amounts have been calculated using the subsidiary's results.

	Maya Africa Holding Ltd and its subsidiaries 2023 USD	Stellar-IX SAU (formerly known as Sen Connect SA) 2023 USD	Total 2023 USD
The cash flows associated with the business acquisitions are as follows:			
<i>Cash outflow from acquisition of subsidiaries</i>			
Purchase consideration	52,921,253	1	52,921,254
Cash at bank	(10,806,381)	(4,156)	(10,810,537)
Bank overdraft	5,549,247	-	5,549,247
Acquisition of subsidiaries, net of cash	<u>47,664,119</u>	<u>(4,155)</u>	<u>47,659,964</u>

The goodwill arising on these acquisitions, is attributable to the acquired customer base and economies of scale expected from combining the operations of the Group.

27 PARENT AND ULTIMATE PARENT

The directors consider Axian Telecom Holding and Management Ltd, a company incorporated in the United Arab Emirates, as the holding company and Mr Hassanein Shahreza Hiridjee as the ultimate controlling party.

AXIAN TELECOM

**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

28 NOTES TO THE CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Cash flows from operating activities:				
Profit before income tax	197,746,344	86,819,563	24,592,746	38,251,494
<i>Adjustments :</i>				
Depreciation of right-of-use assets (Note 5)	67,859,331	65,981,292	-	-
Depreciation of property, plant and equipment (Note 5)	171,947,031	147,515,786	-	-
Amortisation of intangible assets (Note 5)	54,218,176	36,988,458	-	-
Loss on disposal of property, plant and equipment (Note 5)	212,579	357,001	-	-
Gain on disposal of intangible assets (Note 30)	(1,003)	-	-	-
Share of profit in associates and joint ventures (Note 11)	(21,284,475)	(20,371,643)	-	-
Reversal of provision on litigations (Note 23 (ii))	(755,048)	(2,979,264)	-	-
Reversal of provision for short term risks on operating activities and other provisions (Note 5)	(3,415,275)	-	-	-
Reversal of impairment in joint ventures	-	(54,029)	-	-
Finance cost on lease liability (Note 6)	94,874,020	63,070,818	-	-
Gain on remeasurement of provision for dismantling cost (Note 38)	(527,051)	(160,602)	-	-
Interest expense on provision for dismantling costs (Note 6)	4,274,963	2,073,358	-	-
Interest on loans payable to shareholders and minority interest (Note 6)	11,720,100	9,018,783	9,645,084	7,853,891
Interest on listed bonds (Note 6)	32,649,082	32,438,415	32,649,082	32,438,415
Interest expense on bank loan (Note 6)	24,857,090	13,809,552	8,893,792	912,543
Interest on bank overdraft (Note 6)	3,068,469	2,002,536	-	-
Interest on late payment of trade payables (Note 6)	67,660	388,774	-	-
Interest expense on unwinding of put option liability (Note 6)	-	697,729	-	-
Gain on fair value of derivatives (Note 6)	(2,200,000)	(300,000)	(2,200,000)	(300,000)
Finance costs on IRU (Note 6)	1,757,062	1,523,617	-	-
Other finance costs (Note 6)	5,616,142	1,343,084	1,064,472	-
Interest income (Note 6)	(2,784,233)	(4,783,284)	(42,914,092)	(36,391,048)

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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28 NOTES TO THE CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS (CONTINUED)

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Cash flows from operating activities (continued):				
Interest income on restricted cash (Note 6)	(11,355,030)	(7,589,617)	(775,564)	-
Loss on fair value of NCI call option derivative asset (Note 6)	-	2,987,867	-	-
Gain on fair value of NCI put option liability (Note 6)	-	(5,251,885)	-	-
Other finance income (Note 6)	(880,636)	(4,900,868)	-	-
Dividend income (Notes 30 & 41)	(107,396)	(2,912,236)	(35,153,263)	(42,824,512)
Impairment of other financial assets (Note 5)	1,153,587	331,653	(170,000)	170,000
Interest receivable written off (Note 38)	-	-	-	34,329
Bad debts written off (Note 5)	1,253,982	2,645,900	-	-
Loss on fair value of swap derivative liability (Note 6)	604,643	1,687,082	-	-
Post-acquisition M&A settlement (Note 38)	(19,378,489)	16,378,489	-	-
Loss on disposal of subsidiary (Note 38)	-	367,827	-	-
Gain on deconsolidation of associate (Note 38)	(864,981)	-	-	-
Trade and amount payable waived (Note 30)	(3,939,048)	(34,952)	-	-
Impairment of property, plant and equipment (Note 5)	1,139,329	6,319,010	-	-
Impairment of intangible assets (Note 5)	6,633,684	7,197	-	-
Impairment of loans receivable (Note 5)	11,761,779	7,018,088	-	-
Loss allowance on trade receivables (Note 5)	5,862,253	2,132,794	-	-
Reversal of impairment of inventory (Note 5)	(4,919,150)	(1,093,039)	-	-
Reversal of impairment on advances to suppliers of fixed assets (Note 5)	-	(15,386)	-	-
Realsised gain on disposal of financial assets at fair value through profit or loss (Note 30)	(122,603)	-	-	-
Net gain on financial assets at fair value through profit or loss (Note 5)	(1,639,752)	(615,076)	-	-

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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28 NOTES TO THE CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS (CONTINUED)

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Release of government grants (Note 30)	(8,191,386)	(13,196,448)	-	-
Provision for retirement benefit obligations (Note 5)	703,669	1,666,940	1,065	2,483
Net amortisation of deferred gain on sale of tower infrastructure (Note 38)	(918,695)	(990,836)	-	-
Loss/(gain) on lease modification and termination of contract (Note 38)	178,798	(5,346,956)	-	-
Net unrealised foreign exchange(gains)/losses	(37,830)	35,651,259	3,011,139	(1,392,363)
Provisions for inventories of devices (Note 5)	-	143,430	-	-
	616,837,692	470,770,181	(1,355,539)	(1,244,768)
<i>Changes in working capital :</i>				
Decrease/(Increase) in inventories	9,973,559	(993,165)	-	-
Increase in trade and other receivables	(38,007,392)	(63,549,177)	(1,333,182)	(30,515,270)
Increase in loan to clients	(27,964,543)	(15,810,515)	-	-
Increase in trade and other payables	27,999,976	95,558,972	9,349,375	11,280,131
Decrease in provisions	(112,102)	(121,886)	-	-
Increase in deposits from customers	1,397,418	1,865,828	-	-
Cash generated from/(absorbed in) operations	590,124,608	487,720,238	6,660,654	(20,479,907)

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

28 NOTES TO THE CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS (CONTINUED)

(a) Changes in liabilities arising from financing activities

The tables below detail changes in the Group's and Company's liabilities arising from financing activities, including both cash and non-cash changes.

Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's and Company's Statement of cash flows as cash flows from financing activities.

Group

	1 January 2023	Financing cash flows (i)	Acquisition of subsidiary (Note 26)	New leases (Note 25)	Non-cash changes Termination / Modification of leases during the year (Note 25)	Other changes (ii)	31 December 2023
	USD	USD	USD	USD	USD	USD	USD
Bank loans (Note 20)	150,199,024	81,990,348	35,069,179	-	-	4,054,341	271,312,892
Loans payable to related parties (Note 20)	155,599,170	(8,641,060)	-	-	-	17,248,141	164,206,251
Listed bonds (Note 20)	424,487,572	-	-	-	-	1,463,415	425,950,987
Lease liabilities (Note 25)	429,875,132	(39,285,872)	298,494,678	59,048,605	(17,440,678)	80,212,416	810,904,281
Total liabilities from financing activities	<u>1,160,160,898</u>	<u>34,063,416</u>	<u>333,563,857</u>	<u>59,048,605</u>	<u>(17,440,678)</u>	<u>102,978,313</u>	<u>1,672,374,411</u>

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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28 NOTES TO THE CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS (CONTINUED)

(a) Changes in liabilities arising from financing activities (continued)

Group

	1 January 2024 USD	Financing cash flows (i) USD	Non-cash changes				Other changes (ii) USD	31 December 2024 USD
			Acquisition of subsidiary (Note 26) USD	Disposal of subsidiary (Note 46) USD	New leases (Note 25) USD	Termination / Modification of leases during the year (Note 25) USD		
Bank loans (Note 20)	271,312,892	38,542,354	6,771,813	-	-	-	(3,928,437)	312,698,622
Loans payable to related parties (Note 20)	164,206,251	2,850,000	-	-	-	-	8,991,201	176,047,452
Other borrowings (Note 20)	-	297,429	-	-	-	-	1,754	299,183
Listed bonds (Note 20)	425,950,987	-	-	-	-	-	1,674,082	427,625,069
Lease liabilities (Note 25)	810,904,281	(36,965,560)	1,803,733	(109,371)	41,739,425	(3,820,354)	627,892	814,180,046
Total liabilities from financing activities	1,672,374,411	4,724,223	8,575,546	(109,371)	41,739,425	(3,820,354)	7,366,492	1,730,850,372

(i) The cash flows from bank loans, loans payable to related parties and other borrowings make the net amount of proceeds from borrowings and repayment of borrowings in the cash flow statement.

(ii) Other changes include remeasurement of lease liabilities, translation difference, interest accruals and payments.

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28 NOTES TO THE CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS

(a) Changes in liabilities arising from financing activities (continued)

Company

	01 January 2023 USD	Financing cash flows (i) USD	Non-cash changes Other changes (ii) USD	31 December 2023 USD
Bank loans (Note 20)	-	73,108,295	845,339	73,953,634
Loans payable to related parties (Note 20)	149,741,515	-	4,817,387	154,558,902
Listed bonds (Note 20)	424,487,572	-	1,463,415	425,950,987
Total liabilities from financing activities	574,229,087	73,108,295	7,126,141	654,463,523

	01 January 2024 USD	Financing cash flows (i) USD	Non-cash changes Other changes (ii) USD	31 December 2024 USD
Bank loans (Note 20)	73,953,634	59,337,961	2,813,774	136,105,369
Loans payable to related parties (Note 20)	154,558,902	-	5,973,831	160,532,733
Listed bonds (Note 20)	425,950,987	-	1,674,082	427,625,069
Total liabilities from financing activities	654,463,523	59,337,961	10,461,687	724,263,171

(i) The cash flows from bank loans make the net amount of proceeds from borrowings and repayment of borrowings in the cash flow statement.

(ii) Other changes include translation difference, interest accruals and payments.

(b) Non-cash transactions:

The principal non-cash transactions during the year ended 31 December 2024 are as follows:

Group

1. Acquisition of right-of-use assets amounting to USD 41,739,426 (2023: USD 59,048,605 (Note 25)).
2. Dividend income from associate amounting to USD 658,935 was not yet received at year end.

Group and Company

3. Disposal of investment held by the Company in Axian Finance Ltd, having a total value of USD 28,209,436 (2023: USD Nil) (Refer to Note 46).

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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29 REVENUE

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Mobile services	825,016,304	639,022,039	-	-
Fixed services (Residential and Content and VAS	89,643,461	72,865,040	-	-
Interconnection/Roaming/MVNO	28,725,201	16,761,230	-	-
Sale of customer equipment and infrastructure	59,589,455	46,607,405	-	-
Operator infrastructure services	35,783,789	17,755,055	-	-
Commissions received on electronic money activities	28,663,228	30,337,752	-	-
Hosting and rental sites	280,512,654	220,971,482	-	-
Other services	38,771,384	34,958,394	-	-
Trademark and licence fees	6,205,499	4,753,221	-	-
Management fees	140,576	386,167	14,100,851	11,037,808
Other revenue	107,906	314,400	-	755,561
	13,756,190	4,620,931	26,191,967	24,074,248
	1,406,915,647	1,089,353,116	40,292,818	35,867,617
Revenue recognised at a point in time	316,296,443	238,976,537	-	-
Revenue recognised over time	1,090,619,204	850,376,579	40,292,818	35,867,617
	1,406,915,647	1,089,353,116	40,292,818	35,867,617

The revenue is presented by categories. The breakdown of revenue by product line is as follows:

- Mobile services: revenue from mobile services include revenues from incoming and outgoing calls (voice, mobile internet, mixed plans, prepaid and postpaid);
- Fixed services: fixed services aggregate the income from fixed network solution services to businesses and individuals;
- Revenue from interconnection, roaming and MVNO ("Mobile Virtual Network Operator"): revenue comprise of operator billing on interconnections, call termination, international or national roaming and any other form of wholesale traffic resale to other telecommunications service providers;
- Customer Equipment and Infrastructure: revenue comprise of sale of equipment such as terminals, routers, solar kits, infrastructure and sale of other telecom & IT equipment to other telecommunications professionals. It also includes sale of handsets to retails customers;
- Operator Infrastructure services: revenue from operator infrastructure services include income from backbone connectivity rental in any contractual form with Synchronous Transport Module ("STM") or without (dark fiber) capacity offered. The services also comprise of rental of technical sites and accommodation of data processing equipment in technical rooms;
- Content and Value-Added Services (VAS): revenue derived from content and VAS include the sale of content such as graphic products, ringtones, games, news, information and entertainment services like TV content;
- Commissions received on electronic money activities: revenue comprise of commissions received in particular on mobile banking activities whereby the entities receive commissions on transaction as an agent (and not a reseller). The commissions are received on all of its cash transactions. They are calculated based on the official rates decided by management and displayed on the website of these entities. The revenues are net of value added taxes;

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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29 REVENUE (CONTINUED)

- Other revenue: It includes revenue from feasibility studies and work plan done for clients, technical assistance fees and sales of sundry items. Other revenue for the Company includes mainly technical assistance fees of USD 25,685,588 (2023: USD 23,723,756); the Group, through its subsidiary, Silver Links Ltd, also acts as a negotiator on behalf of the subsidiaries, in the facilitation of firewall modules on SMS and other related services. The success fees amounting to USD 5,801,935 (2023: USD Nil) arises from the implementation exercises carried out for the subsidiaries and are recognised upon successful completion of the pre-agreed milestones.
- Hosting and rental of sites: Revenue from hosting and rental sites relates to operator hosting services on the Radio Access Network ("RAN") access site, including both rental and any other ancillary services;
- Trademark and licences: Trademark fees are derived from the use of the trademark and IP rights which are registered in Mauritius. A trademark fee is received based on the agreements between the parties;
- Management fees: The Group provides assistance to customers in the management of their business and their corporate strategy. The Group is actively involved in the operational management of those companies where it provides training and administrative assistance to its personnel; and
- Other services: The Company provides digital solutions services, including IT services, and other assistance and support services to companies.

30 OTHER INCOME

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Other income – General				
Gain on disposal of intangible assets	1,003	-	-	-
Dividend income (Note 41)	107,396	2,912,236	35,153,263	42,824,512
Rechargeable income	-	130,146	-	-
Release of government grant (Note	8,191,386	13,196,448	-	-
Insurance claims received	294,474	199,018	-	-
Other income*	4,300,907	6,083,814	-	-
	12,895,166	22,521,662	35,153,263	42,824,512
Other income – Financial				
Trade and amount payable waived	3,939,048	34,952	-	-
	3,939,048	34,952	-	-
	16,834,214	22,556,614	35,153,263	42,824,512

* Realised gain on disposal of financial assets at fair value through profit or loss of USD 122,603 for the year ended 31 December 2024 is included under other income.

31 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group	
	2024 USD	2023 USD
Funds	5,264,140	5,282,009
Equity securities	3,754,643	2,746,189
	9,018,783	8,028,198
Fair value adjustments (ii)	4,671,510	2,975,981
	13,690,293	11,004,179

AXIAN TELECOM

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31 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

	Group	
	2024 USD	2023 USD
Funds (Note 3(c))	1,167,754	978,588
Equity securities (Note 3(c))	4,861,352	3,010,520
Venture capital funds (Note 3(c))	7,661,187	7,015,071
At 31 December	13,690,293	11,004,179

(i) Funds

The Group's costs of investment in funds are listed below:

	Group	
	2024 USD	2023 USD
Mutual funds	264,140	282,009
Venture capital funds	5,000,000	5,000,000
	5,264,140	5,282,009

The Group holds investments in mutual funds. The fair value of the investment in mutual funds is determined by reference to the quoted price on active markets as at 31 December 2024 and 2023.

The Group also holds investments in a venture capital fund, RMAXCOINV. C.V, a limited liability partnership incorporated under the laws of the Netherlands. As at 31 December 2024, the fair value of the Group's investments is based on the Group's share of the fair value of the investee company, MaxAB B.V. The fair value of MaxAB B.V. was determined by the most recent equity transaction.

(ii) Equity securities

The Group's cost of investment in equity securities is provided below:

	Group	
	2024 USD	2023 USD
Sonatel Group	30,843	32,929
Ecobank Transnational Inc.	10,398	11,064
Djamo Inc.	299,999	299,999
Simplemarket Inc.	100,000	100,000
Workpay Technologies	299,999	150,000
Medicaim SAS	125,552	125,552
Cassbana	200,000	200,000
Jetstream	-	100,000
Zazuu HQ Ltd	61,189	61,189
Waspito Inc.	200,000	200,000
Chari Co	200,003	200,003
Traction Apps Inc	200,000	200,000
Isupply Investments B.V	100,000	100,000
FFC DMRX Inc	50,000	50,000
Bosta Inc	300,000	300,000
RevFin Services Private Limited	508,300	500,000
Bfree Africa Inc	100,000	100,000
Pula Advisors AG	481	685
HUB2	154,045	-
Wiassur Holdings Inc	500,000	-
Knabu Distributed Systems Ltd	100,000	-
Kuunda Holdings Ltd	200,000	-
GIM UEMO	13,834	14,768
	3,754,643	2,746,189

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31 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

(ii) Equity securities (continued)

The Group invests in start up companies. The fair values of unquoted equity securities have been determined based on recent transaction price in the market.

The fair value movement of funds and equity securities are as follows:

	<u>Group</u>	
	<u>2024</u>	<u>2023</u>
	<u>USD</u>	<u>USD</u>
At 01 January	(2,975,981)	(2,346,239)
Credit to profit or loss (Note 5)	(1,639,752)	(615,076)
Translation difference	(55,777)	(14,666)
	<u>(4,671,510)</u>	<u>(2,975,981)</u>

32 TREASURY BONDS

	<u>Group</u>	
	<u>2024</u>	<u>2023</u>
	<u>USD</u>	<u>USD</u>
At 01 January	1,402,023	1,803,607
Matured	(312,057)	(456,117)
Translation difference	(73,343)	54,533
	<u>1,016,623</u>	<u>1,402,023</u>
Non-current	<u>1,016,623</u>	<u>1,402,023</u>

Treasury bonds represent government bonds that bear interest rate of 6.5% (2023: 6.5%) per annum and the treasury bonds will mature from July 2026 to August 2026 (2023: July 2026 to August 2026).

33 GOODWILL

	<u>Group</u>	
	<u>2024</u>	<u>2023</u>
	<u>USD</u>	<u>USD</u>
At 01 January	249,468,397	196,215,765
Acquisition through business combinations (Note 26)	2,882,120	61,255,002
Disposal of subsidiaries (Note 46)	-	(470,939)
Translation difference	(1,334,170)	(7,531,431)
	<u>251,016,347</u>	<u>249,468,397</u>

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33 GOODWILL (CONTINUED)

The goodwill arose as part of the acquisition through business combinations during the year 2019 to 2024. The goodwill has been generated on acquisition of the following companies, which are also considered as individual CGU's:

	2024	2023
	USD	USD
Honora Tanzania Public Limited Company and its subsidiaries	143,165,479	137,303,407
Togocom Group	44,924,941	47,964,041
Towerco of Africa Uganda	186,238	179,668
Maya Africa Holding Ltd and its subsidiaries	57,382,314	61,264,124
Stellar-IX SAU (formerly known as Sen Connect SA)	2,582,458	2,757,157
Telecom Comores Holding Ltd and its subsidiaries	2,774,917	-
	<u>251,016,347</u>	<u>249,468,397</u>

The goodwill of Togocom Group, Honora Tanzania Public Limited Company (Honora Group), Maya Africa Holding Ltd (Maya Africa Group) and Telecom Comores Holding Ltd (Telecom Comores Group) and its subsidiaries, being material to the Group, have been tested for impairment at 31 December 2024.

Key assumptions used in the impairment tests for goodwill are gross margin, terminal growth rate and pre tax discount rate. The assumptions used for 2024 and 2023 are as follows:

	Gross margin	Terminal growth rate	Discount rate
Togocom Group			
2024	70.8%-74.5%	2.70%	15.60%
2023	72.1%-73.1%	2.30%	17.70%
Honora Tanzania Public Limited Company and its subsidiaries			
2024	58.3%-64.3%	4.60%	18.90%
2023	58.3%-60.6%	1.80%	19.80%
Maya Africa Holding Ltd and its subsidiaries			
2024	60.0%-60.2%	5.90%	11.70%
2023	60.3%-63.1%	5.30%	13.10%
Telecom Comores Holding Ltd and its subsidiaries			
2024	65.1%-66.5%	3.90%	14.20%

The Directors and management have performed a sensitivity analysis in order to consider and assess the impact of possible changes in key assumptions on the carrying value of goodwill.

The assumptions that are considered to be the main drivers in the calculation of the recoverable amount of goodwill and where changes are reasonably possible are: gross margin rate, terminal growth rate and discount rate.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****33 GOODWILL (CONTINUED)**

The recoverable amount of the goodwill is not sensitive to changes in any other of the key inputs.

Management have considered and assessed reasonably possible changes for key assumptions and concluded that none would give rise to an impairment. The changes that would cause the carrying amount to exceed the recoverable amount resulting in an impairment are set out below:

Togocom Group

Percentage (%) rise in discount rate (pp)	Increase by 42.5pp
Gross margin (excluding depreciation and amortisation)	Decrease on average by -38.0pp over 5 years
Decrease in terminal growth rate	Decrease to less than 0%

Honora Tanzania Public Limited Company and its subsidiaries

Percentage (%) rise in discount rate (pp)	Increase by 20.5pp
Gross margin (excluding depreciation and amortisation)	Decrease on average by -20.0pp over 5 years
Decrease in terminal growth rate	Decrease to less than 0%

Maya Africa Holding Ltd and its subsidiaries

Percentage (%) rise in discount rate (pp)	Increase by 3.7pp
Gross margin (excluding depreciation and amortisation)	Decrease on average by -5.9pp over 5 years
Decrease in terminal growth rate	Decrease by more than 5%

Telecom Comores Holding Ltd and its subsidiaries

Percentage (%) rise in discount rate (pp)	Increase by 32.8pp
Gross margin (excluding depreciation and amortisation)	Decrease on average by -37.9pp over 6 years
Decrease in terminal growth rate	Decrease to less than 0%

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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34 DEPOSITS PAYABLE

	Group	
	2024	2023
	USD	USD
At 01 January	7,918,759	7,652,013
Transfer from trade and other payables	7,631	-
Refund of deposits	116,824	207,266
Additions, net of repayment	-	(108,235)
Translation difference	(447,513)	167,715
At 31 December	7,595,701	7,918,759
Current	7,278	-
Non-current	7,588,423	7,918,759
	7,595,701	7,918,759

Deposits payable include mainly security deposits for post-paid services and surety bonds for roaming services.

35 RETIREMENT BENEFIT OBLIGATIONS

The Group operates an unfunded defined benefit pension for the Togocom Group and Maya Group and a defined contribution scheme for entities in Mauritius.

The defined benefit pension in Maya Group is a final salary plan, which provides benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement. The most recent actuarial valuation of the present value of the defined benefit obligations were carried out at 31 December 2024 by Actu Conseil.

The other subsidiaries which have employees, are incorporated in Madagascar, Uganda, Tanzania and Comores. However, there is no legal obligation in Madagascar, Uganda, Tanzania or Comores, to contribute to a pension plan and therefore the subsidiaries in these jurisdictions, have not recognised a provision for retirement benefit. The Defined Benefit Scheme in Togo is a final salary plan, which provides benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement. The most recent actuarial valuation of the present value of the retirement benefit were carried out at 31 December 2024 by Actuarial Consultant, Bocke Arnaud F.V.M, for subsidiaries incorporated in Togo.

For the pension schemes in Mauritius, a provision is made for retirement benefit obligation in respect of residual gratuities under the Worker's Rights Act 2019. The most recent actuarial valuation of the present value of the retirement benefit were carried out at 31 December 2024 by Aon Solutions Ltd.

The present value of the retirement benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

(i) The amount recognized in the statement of financial position is as follows:

	Group		Company	
	2024	2023	2024	2023
	USD	USD	USD	USD
Present value of unfunded obligations	6,643,253	6,644,439	1,661	4,579

The retirement benefit obligations have been fully recognized under non-current liability as no payment is expected to be made to the employees within the next 12 months.

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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35 RETIREMENT BENEFIT OBLIGATIONS (CONTINUED)

(ii) The present value of unfunded obligations is arrived at as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	6,644,439	2,352,140	4,579	1,195
Acquisition through business combinations (Note 26)	-	2,374,528	-	-
Charge to profit or loss (Note 5) (Credit)/Charge to other comprehensive income	703,669	1,666,940	1,065	2,483
Translation difference	(263,275)	16,089	(3,685)	866
	(441,580)	234,742	(298)	35
At 31 December	6,643,253	6,644,439	1,661	4,579

(iii) The movement in the defined benefit obligation is as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	6,644,439	2,352,140	4,579	1,195
Acquisition through business combination (Note 26)	-	2,374,528	-	-
Current service cost	509,935	1,819,594	831	2,392
Past service cost	34,973	-	-	-
Interest expense	158,761	1,936	234	91
Liability experience (gain)/loss	(258,312)	24,472	(3,536)	1,504
Liability gain due to change in financial assumptions	(4,963)	(8,383)	(149)	(638)
Over-provision in previous year	-	(154,590)	-	-
Translation difference	(441,580)	234,742	(298)	35
At 31 December	6,643,253	6,644,439	1,661	4,579

(iv) The amounts recognized in profit or loss are as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Current service cost	509,935	1,819,594	831	2,392
Past service cost	34,973	-	-	-
Net interest on net defined benefit liability	158,761	1,936	234	91
Over-provision in previous year	-	(154,590)	-	-
	703,669	1,666,940	1,065	2,483

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35 RETIREMENT BENEFIT OBLIGATIONS (CONTINUED)

(v) The amounts recognized in other comprehensive income are as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Liability experience (gain)/loss	(258,312)	24,472	(3,536)	1,504
Liability gain due to change in final assumptions	(4,963)	(8,383)	(149)	(638)
Actuarial (gains)/losses	<u>(263,275)</u>	<u>16,089</u>	<u>(3,685)</u>	<u>866</u>

(vi) Principal actuarial assumptions at end of period:

	Group Togo		Group Senegal		Group and Company Mauritius	
	2024	2023	2024	2023	2024	2023
Discount rate	6.00%	6.00%	6.00%	6.00%	5.30%	5.50%
Future salary increases	N/A	N/A	3.00%	3.00%	5.20%	5.70%
Labour turnover	0.00%	0.00%	2.90%	1.80%	0.00%	0.00%
Average retirement age	60 years	60 years	60 years	60 years	65 years	65 years

(vii) Sensitivity analysis on defined benefit obligations at end of the reporting date:

	Group Togo		Group Senegal		Group and Company Mauritius	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	<u>356,728</u>	<u>315,336</u>	<u>329,458</u>	<u>284,517</u>	<u>10,039</u>	<u>7,661</u>

(viii) The sensitivity above has been carried out by recalculating the present value of obligation at end of period after increasing or decreasing the discount rate while leaving all other assumptions unchanged. Any similar variation in the other assumptions would have shown smaller variations in the pension obligation.

(ix) The unfunded pension plan exposes the Group and the Company to normal risks namely salary risk and interest risk.

Salary risk

The present value of the obligation is calculated by reference to the future projected salaries of plan participants. As such, an increase in the salary of the plan participants above the assumed rate will increase the plan liability whereas an increase below the assumed rate will decrease the liability.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this may be partially offset by a decrease in inflationary pressures on salary increases.

(x) The funding policy is to pay benefits out of the reporting entity's cash flow as and when due.

(xi) The amount contributed in the residual gratuities is **USD 1,850,782** (2023: 1,323,226) for the Group and **USD 776** (2023: USD 508) for the Company at year end.

(xii) The Group and the Company is not expected to contribute in its retirement benefits plan for the year ending 31 December 2024.

(xiii) The weighted average duration of the retirement benefit obligation for the Group and the Company is 22.87 years and 28 years respectively at the reporting date.

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36 DEPOSITS RECEIVABLE

	Group	
	2024 USD	2023 USD
At 01 January	4,460,726	2,388,938
Acquisition through business combination (Note 26)	95,638	2,010,521
Addition	334,391	745,578
Accrued interest	8,371	-
Transfer to restricted cash	(65,641)	-
Transfer to trade and other receivables	(136,623)	-
Repayment	(9,861)	(820,369)
Disposal of subsidiary (Note 46)	(3,875)	-
Translation difference	(273,196)	136,058
	<u>4,409,930</u>	<u>4,460,726</u>
At 31 December	<u>4,409,930</u>	<u>4,460,726</u>
Non-current	4,246,173	4,258,973
Current	163,757	201,753
	<u>4,409,930</u>	<u>4,460,726</u>

Deposits receivable refer to funds that the Group expects to receive in the form of cash and/or other financial asset from an entity, typically arising from transactions such as security deposits amongst others. These deposits are refundable on either a short-term or long-term basis and they have an original maturity of more than 3 months.

37 DIVIDEND PAYABLE

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	5,783,890	21,695,814	-	21,686,273
Transfer from trade and other payables	971,062	-	-	-
Distribution in kind (Note 46)	(28,209,436)	-	(28,209,436)	-
Dividend declared during the year	150,148,973	34,732,550	128,209,436	20,000,000
Dividend paid	(73,490,352)	(50,883,772)	(44,000,000)	(41,785,341)
Translation difference	1,155,102	239,298	-	99,068
	<u>56,359,239</u>	<u>5,783,890</u>	<u>56,000,000</u>	<u>-</u>
At 31 December	<u>56,359,239</u>	<u>5,783,890</u>	<u>56,000,000</u>	<u>-</u>

The dividend payable for the Group include the following:

- (i) Dividend payable of USD 50.0 million to the shareholder (2023: USD Nil).
- (ii) Dividend payable of USD 6.0 million to the ultimate controlling party (former shareholder up to 9 August 2024) (2023: USD Nil).
- (iii) Dividend payable of USD 359,239 to the non-controlling interest, Malagasy state (2023: Dividend payable of USD 5.7 million to the non-controlling interest, the Malagasy and Togo State).

The dividend payable for the Company include dividend payable of USD 50.0 million to the shareholder and USD 6.0 million to the ultimate controlling party (former shareholder up to 9 August 2024) (2023: USD Nil).

The Company has declared a dividend per share of USD 93.40 for the year ended 31 December 2024 (2023: 14.57).

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38 NON-OPERATING INCOME AND EXPENSES

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Non-operating income				
Net amortisation of deferred gain on sale of tower infrastructure	918,695	990,836	-	-
Gain on lease modification and termination of contract (Note 25)	-	5,346,956	-	-
Post-Acquisition M&A settlement*	19,378,489	-	-	-
Gain on deconsolidation of associate (Note 11)	864,981	-	-	-
Gain on remeasurement of provision for dismantling costs (Note 23 (i))	527,051	160,602	-	-
	21,689,216	6,498,394	-	-
Non-operating expenses				
Loss on lease modification and termination of contract*	(178,798)	-	-	-
Post-Acquisition M&A settlement**	-	(16,378,489)	-	-
Interest receivable written off	-	-	-	(34,329)
Loss on disposal of subsidiary (Note 47)	-	(367,827)	-	-
	(178,798)	(16,746,316)	-	(34,329)

* The net losses on lease terminations and modifications for the year ended 31 December 2023 result primarily from a change in discounting methodology, whereby the Group adopted an XNPV approach as compared to the previous NPV approach. This resulted in a change in lease liability values of 2%-3%. During the year ended 31 December 2024, the gains on lease modifications and terminations result from terminated building rental leases and the novation of leases between entities within the Group, which resulted in a termination of the lease in one entity and a recognition of the same lease (with revised terms), in another.

** Post Acquisition Settlement represent a one-off cost following the finalisation of the purchase price of a historical business acquisition, which was subject to final assessment based on balances existing on the date of completion. As the final price was determined after the remeasurement period allowed by IFRS 3 (Business combinations), the impact of the increased price is reflected in profit or loss for the year ended 31 December 2023.

During the year ended 31 December 2024, the Group has concluded the full and final settlement of the purchase price of the historical acquisition, and has received USD 3.0 million in December 2024. The accrual of USD 16.3 million was reversed in 2024 and reflected in profit or loss under non-operating income, together with the receipt of USD 3.0 million.

39 DEPOSITS FROM CUSTOMERS

	2024 USD	2023 USD
At 01 January	3,142,045	1,330,778
Deposits during the year	58,336,051	21,008,802
Refunds during the year	(56,938,633)	(19,142,975)
Interest received during the year	119,979	13,458
Translation reserve	(123,507)	(68,018)
At 31 December	4,535,935	3,142,045

Deposits during the year include electronic money collected by subsidiary, Mvola SA from the public on which interest is paid at the rate of 4% p.a (2023: 2% p.a).

Following the change in legislation, with regards to "Etablissements de Monnaie Electronique en 2018" and following the decision of the Commission de Supervision Bancaire et Financière (CSBF) (referenced 004/2018-CSBF of 12 April 2018 and 22/18-CSBF/P of 08 May 2018), Mvola SA has been granted the licence of Electronic Money Establishment (EME) on 12 December 2018.

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40 DERIVATIVE FINANCIAL INSTRUMENTS

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
Non Current assets :				
Call options in the Notes (a)	3,200,000	1,000,000	3,200,000	1,000,000
NCI call option (b)	-	-	-	-
Embedded derivative assets	3,200,000	1,000,000	3,200,000	1,000,000
Non current liabilities:				
NCI Put option (c)	-	-	-	-
Embedded derivative liabilities	-	-	-	-
Current liabilities:				
Swap derivative liability (d)	-	364,222	-	-
Embedded derivative liabilities	-	364,222	-	-

a) Call options in Bond Notes

On 16 February 2022, Axian Telecom, as Issuer, completed the offering of USD 420,000,000 in aggregate principal amount of its 7.375% Senior Notes due 2027 (the "Notes"), under an indenture dated 16 February 2022.

The Notes have a tenor of five years bearing interests at a fixed rate of 7.375% per annum and are payable semi-annually in arrears on 16th February and 16th August of each year, commencing on 16th August 2022. The Notes will mature on 16 February 2027.

The proceeds raised from the issuance of the Bond Notes was used to finance the acquisition of Honora Tanzania Public Limited Company on 05 April 2022.

The Notes have early redemption features whereby the Company has the right to redeem the Notes prior to maturity date at a pre-defined penalty redemption price depending on the call date (the "Call option") and the holders hold the right to request an early settlement of the Notes under certain circumstances.

For the purposes of the fair valuation, the call option in the Notes is viewed as an American receiver swaption. Under this methodology, the call option corresponds to an option to stop paying the coupon rate on the bonds, in return for refinancing the bond at the Company's current cost of debt (SOFR plus the credit spread at the time the call option is exercised) and paying the call premium (the amount by which the early redemption price exceeds the face value of the notes), thereby granting the holder the right to enter a swap that replaces the bond's fixed coupon payments with a floating rate linked to the risk-free rate plus the Company's credit spread at the date of valuation.

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40 DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

a) Call options in Bond Notes (continued)

The swaption was valued by modelling the future variation of the SOFR component using the Hull and White model. The valuation of American receiver swaption requires an estimate of the Company's credit spread, for which the following considerations were made;

- The value of the callable bond on the valuation date corresponds to the market price of the Notes;
- The value of the non-callable bond could be determined if the credit spread was known using the discounted cashflow approach;
- The value of the Call option is equal to the value of the non-callable bond minus the value of the callable bond.

The key inputs are:

- Interest rate data from the market
- Market prices for the Notes

The Call option in the Notes is measured at fair value and the resulting gains or losses is recognised in profit or loss.

The underlying contractual notional amount for the Call options in the Notes is as follows, as of 31 December, of each of the following years:

	2024 USD	2023 USD
Assets :		
Call options in the Notes (a)	420,000,000	420,000,000

The change in fair value of the Call options in the Notes has been recorded in profit or loss as follows:

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	1,000,000	700,000	1,000,000	700,000
Net gain on fair value of derivatives (Note 6)	2,200,000	300,000	2,200,000	300,000
At 31 December	3,200,000	1,000,000	3,200,000	1,000,000

b) NCI Call Option

The NCI call option asset represents the right of the Group to repurchase the non-controlling interest in a subsidiary of the Group, at a price which is based on the last twelve-month EBITDA of the subsidiary at the time of exercise.

The NCI call option represents a derivative instrument, the value of which changes in response to the value of the underlying shares. The NCI call is initially accounted at fair value and subsequently measured at fair value at every balance sheet date, with fair valuation movements being recognised in profit or loss.

AXIAN TELECOM

**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**
40 DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

b) NCI Call Option (continued)

On 20 July 2023, the Group acquired the non-controlling interest's 20% shareholding in Agou Holding SASU. This transaction resulted in the extinguishment of USD 2.7 million of the NCI call option asset.

	2024	2023
	USD	USD
At 01 January	-	5,722,975
Loss on fair value of NCI call option derivative asset (Note 6)	-	(2,987,867)
Acquisition of non-controlling interest	-	(2,735,108)
	<u>-</u>	<u>-</u>
At 31 December	<u>-</u>	<u>-</u>

c) NCI Put Option

The NCI put option liability represents the right of the non-controlling interest in one of the subsidiaries to request the repurchase of their non-controlling interest at a price which is based on the last twelve-month EBITDA of the subsidiary at the time of exercise.

The NCI put option has been accounted for at the present value of the future liability which would occur on the date of settlement. The liability is initially recognised with a corresponding movement in other reserves in equity and thereafter unwound to maturity using the initial discount rate. The liability is also subsequently remeasured at fair value at every balance sheet date, with fair valuation movements being recognised in the statement of profit or loss.

	Group	
	2024	2023
	USD	USD
Put option liability	-	(36,951,071)
Unwinding of put option liability (Note 6)	-	(697,729)
Gain on fair value of put option liability (Note 6)	-	5,251,885
Acquisition of non-controlling interest	-	32,396,915
	<u>-</u>	<u>-</u>

The Group has adopted a market approach in its valuation of the subsidiary and thus its valuation of the NCI put and call options. The market approach utilises three key inputs:

1. The last twelve-month EBITDA for the last twelve months to the valuation date and as projected for the next twelve-months after the valuation date,
2. The EBITDA multiple used to derive the equity value of the subsidiary and obtained by comparison to the valuation multiples of similar, but listed, entities as at the valuation date, and
3. A 3 Year Equity Volatility ratio derived from the movements in equity values of similar, but listed, entities over the 3-year period prior to the valuation date. This input impacts only the value of the call options.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

40 DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

c) NCI Put Option (continued)

On 20 July 2023, the Group acquired the non-controlling interest's 20% shareholding in Agou Holding SASU. This transaction resulted in the extinguishment of USD 32.4 million of the NCI put option liability and extinguishment of USD 2.7 million of the NCI call option assets.

d) Swap Derivative Liability

	Group	
	2024 USD	2023 USD
At 01 January	364,222	-
Contract proceeds on the spot (in USD)	-	9,173,081
Net loss on fair value of swap liability (Note 6)	604,643	1,687,082
Contracts agreed on forward rates	-	(522,308)
	968,865	10,337,855
Contracts to be settled on agreed forward rates	(956,800)	(9,557,805)
Contracts proceeds to be received on settlement (in TZS)	(12,065)	(415,828)
Translation difference	-	-
At 31 December	-	364,222

In 2023, Honora Tanzania Public Limited Company entered into a currency swap contract in order to manage its exposure to currency risk arising from fluctuations in the exchange rate between the Tanzanian Shilling and the United States Dollar (USD). The swap derivative contract has been fair valued by comparing the future cashflows at the pre-agreed exchange rate and the current market rate. Subsequent valuations involve recalculating the cashflows using the current market rate. The difference between the pre-agreed rate and the market rate represents the fair value adjustment recognised in profit or loss. Since only the market rate is an observable input, the Group has classified the swap derivative liability under level 2 of the fair value hierarchy. This was settled during the year ended 31 December 2024.

41 DIVIDEND RECEIVABLE

	Group		Company	
	2024 USD	2023 USD	2024 USD	2023 USD
At 01 January	-	-	26,951,922	30,156,085
Dividend income* (Note 30)	107,396	2,912,236	35,153,263	42,824,512
Dividend received	(107,396)	(2,912,236)	(54,917,320)	(45,975,460)
Withholding tax	-	-	(175,178)	(253,895)
Translation difference	-	-	(72,687)	200,680
At 31 December	-	-	6,940,000	26,951,922

* This include dividend income from the joint venture amounting to USD 2,786,716 for the year ended 31 December 2023.

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****42 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**

The Group owns 6.44% of the issued equity shares of WIOCC Holding Company Limited ("WIOCC"), a special purpose vehicle whose purpose is to invest as a member of a consortium in the Eastern African Submarine System (EASSy), a submarine fibre optic cable system on the eastern seaboard of Africa. WIOCC has subsequently expanded its operations to include data centre activities which complement the existing activities.

These investments have been classified as fair value through other comprehensive income (FVTOCI) as the equity investments are not held for trading and which has been irrevocably elected at initial recognition to be recognised in this category. These are strategic investments, and the Group considers this classification to be more relevant.

The table below shows the movement in the year:

	Group	
	2024	2023
	USD	USD
At 01 January	17,490,668	18,590,788
Fair value (loss)/gain	(604,518)	270,045
Translation difference	696,280	(1,370,165)
At 31 December	17,582,430	17,490,668

The fair value of the equity investment has been determined using the EBITDA multiples approach. The Group has classified its investment in West Indian Ocean Cable Company Limited under Level 3 of the fair value hierarchy.

43 EVENTS OCCURRING AFTER THE REPORTING PERIOD**COMPANY****Dividend Distribution from Silver Links Ltd**

On 21 January 2025, Silver Links Ltd declared a total dividend amounting to USD 42.0 million to the Company.

GROUP**Acquisition of Aptus Solutions Limited**

On 3 December 2024, the Group through its subsidiary Axian Telecom Fibre Ltd entered into a Share Purchase Agreement for the acquisition of 100% of the shares in Aptus Solutions Limited. The transaction was completed on 31 March 2025 for an initial consideration of USD 4.8 million. The Group has not yet completed the purchase price allocation exercise required by IFRS 3 – Business combinations and therefore does not have an estimate of goodwill or gain on bargain purchase at the date of signing these financial statements.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

43 EVENTS OCCURRING AFTER THE REPORTING PERIOD (CONTINUED)

GROUP

Acquisition of the Wananchi Group

Axian Telecom signed a share purchase agreement on 17 August 2024 to acquire the operations of Kenya-based fibre, internet and TV provider, Wananchi, with main operations across Kenya, Tanzania and Uganda. The acquisition is subject to customary closing conditions and conditions precedent, which has not been completed as at date of signing the financial statements.

Utilisation of existing facilities:

Towerco of Africa Uganda Limited

On 16 December 2024, Towerco of Africa Uganda Limited signed a facility agreement with Stanbic Bank Uganda comprised of an initial commitment and an additional commitment. The initial commitment is comprised of a UGX tranche equivalent to USD 6.0 million, and a USD 4.0 million tranche. The additional commitment is comprised of a UGX tranche equivalent to USD 20.0 million. At 31 December 2024, Towerco of Africa Uganda Limited had not drawn down any amounts against this facility. Aggregate disbursements of USD 9.0 million were made against the initial commitment during the first quarter of 2025, comprised of USD 3.6 million against the USD tranche and UGX 19.8 billion, equivalent of USD 5.4 million against the UGX tranche.

Axian Telecom

On 14 October 2023, Axian Telecom entered into a credit facility agreement with Standard Bank, Rand Merchant Bank, Standard Chartered Bank, and The Mauritius Commercial Bank, to avail a term loan facility of up to USD 150.0 million. This facility may be drawn upon immediately following realization of the remaining conditions precedent. As at 31 December 2024, Axian Telecom has not drawn any amounts against this facility. The first drawdown of USD 15 million was made in March 2025.

New facilities:

Towerco of Africa Madagascar SA

On 27 January 2025, Towerco of Africa Madagascar SA entered into a credit facility agreement with BNI Madagascar for a term loan facility amounting to MGA 25.0 billion (equivalent to USD 5.3 million) with monthly variable interests of 8.25% per annum. The purpose of the facility is for capex financing. The facility has a tenure of 7 years (comprising of an initial 12-month interest-only repayments period followed by 72 months of combined principal and interest repayments). The loan was drawn down on 31 January 2025.

44 COMMITMENTS

Capital commitments

Capital expenditure contracted for at the end of the reporting year but not recognised as liabilities are as follows:

	Group	
	2024	2023
	USD	USD
Property, plant and equipment	143,061,745	94,850,754
Intangible assets	1,926,266	3,478,420
	144,988,011	98,329,174

AXIAN TELECOM**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024****44 COMMITMENTS (CONTINUED)**Capital commitments (continued)

The above commitments include capital expenditure commitments relating to the ongoing implementation of bandwidth capacity via submarine cable systems, network equipments, acquisition and installation of telecom sites.

45 CONTINGENT LIABILITIESLitigation and claims

The Group has contingent liabilities in respect of legal claims arising in the ordinary course of business, generally related to labour, land, and commercial cases. The Group's management and that of its subsidiaries review these claims in consultation with internal and external legal counsel, to determine whether a loss from these matters is probable, possible, or remote; this assessment is performed on a case-by-case basis.

The value of the Group's possible contingent liabilities in respect of litigations amounted to USD 4.5 million at 31 December 2024 (31 December 2023: USD 5.3 million).

On the basis of legal advice received, the above liabilities are not considered to be probable, and therefore no provision is recognised at 31 December 2024.

Taxation

The normal procedure for agreeing final income tax liabilities involves Honora Tanzania Public Limited Company and its subsidiaries filing final income tax returns to Tanzania Revenue Authority ("TRA") followed by TRA performing its own review of the Honora Tanzania Public Limited Company and its subsidiaries tax returns and issuing notice of final income tax assessment. The final income tax assessment as may be determined by TRA after its review and possible site visits may differ from the self-assessments done by the Honora Tanzania Public Limited Company and its subsidiaries and the process to object and appeal against the TRA assessments is stipulated in the tax laws. It is common that the timeframe from submission of final tax self-assessment returns and for TRA performing its reviews and issuing of notice of final tax assessment may be several months or years.

During the period, TRA concluded its tax audit for the year of income 2022 on Corporate Tax, Value Added Tax and Excise Duty which resulted to additional liability of USD 2,952,538 (equivalent to TZS 7,123 million), USD 3,784,041 (equivalent to TZS 9,129 million) and USD 3,944,041 (equivalent to TZS 9,515 million) respectively. The Group disputed these assessments and had since objected to them pending determination by the TRA.

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

46 DISPOSAL OF SUBSIDIARY

2024

On 31 December 2024, the Group and the Company has distributed its investment in Axian Finance Ltd, having a total value of USD 28,209,436, to its holding company, Axian Telecom Holding and Management Ltd, as dividend in kind.

	Axian Finance Ltd and its subsidiary USD
ASSETS	
Property, plant and equipment (Note 8)	48,308
Intangible assets (Note 9)	3,900
Interests in joint ventures and associates (Note 11)	25,849,306
Deposits receivable (Note 36)	3,875
Right-of-use assets (Note 25 (i))	101,754
Trade and other receivables	1,656,472
Dividend receivable*	658,935
Cash at bank	892,971
Total assets	29,215,521
LIABILITIES	
Lease liability (Note 25 (ii))	109,371
Trade and other payables	257,237
Current tax liability (Note 7(d))	4,507
Total liabilities	371,115
Value of dividend in kind	28,209,436
Less: Total identifiable net assets disposed of	(28,844,406)
Loss on disposal of subsidiary	(634,970)

* Relate to dividend receivables from associate, namely IOFHL.

The loss on disposal of Axian Finance Ltd and its subsidiary of **USD 634,970** has been recognised in retained earnings, being a common control transaction.

(i) Net cash outflow on disposal of subsidiary

	Axian Finance Ltd and its subsidiary USD
Cash consideration received	-
Cash and bank balances	(892,971)
Net cash outflow on disposal of subsidiary	(892,971)

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**
46 DISPOSAL OF SUBSIDIARY2023

On 12 January 2023 and 14 December 2023, the Group has disposed its 100% stake in Prime Africa Real Estate Ltd and Emediaplace Ltd and its subsidiary Madaplace SA to the ultimate controlling party and to Axian Group Ltd for a consideration of USD 1 and EUR 100 respectively.

	Prime Africa Real Estate Ltd USD	emediaplace Ltd USD	Madaplace SA USD	Total USD
ASSETS				
Goodwill	-	177,461	293,478	470,939
Investment in subsidiary	-	2,889	-	2,889
Trade and other receivables	1,401	9,652	6,968	18,021
Loan receivables	-	30,438	-	30,438
Current tax asset	-	-	6,927	6,927
Cash at bank	3,670	13,786	71,025	88,481
Total assets	5,071	234,226	378,398	617,695
LIABILITIES				
Trade and other payables	31,380	80,053	29,543	140,976
Loan payables	-	76,702	27,573	104,275
Current tax liability	-	-	30,029	30,029
Bank overdraft	962	785	-	1,747
Total liabilities	32,342	157,540	87,145	277,027
Proceeds	1	111	1	113
Total identifiable net liabilities/(assets)	27,271	(76,686)	(291,253)	(340,668)
Gain/(loss) on disposal of subsidiary	27,272	(76,575)	(291,252)	(340,555)

The gain on disposal of Prime Africa Real Estate Ltd of USD 27,272 has been recognised in reorganisation reserves.

The loss on disposal of emediaplace Ltd and its subsidiary Madaplace SA amounting to USD 367,827 has been recognised in non-operating expense (Note 38).

(i) Net cash outflow on disposal of subsidiary

	Prime Africa Real Estate Ltd 2023 USD	emediaplace Ltd 2023 USD	Madaplace SA 2023 USD	Total 2023 USD
Cash consideration received	1	111	1	113
Cash and bank balances, net of	(2,708)	(13,001)	(71,025)	(86,734)
Net cash outflow on disposal of subsidiary	(2,707)	(12,890)	(71,024)	(86,621)

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**
47 SEGMENT REPORTING

The Group presents segment information using business segments as its primary reporting format and geographical segments as its secondary reporting format. The identification of business and geographical segments is based on the disaggregation of financial reporting information and key performance metrics which are made available to the chief operating decision maker.

The Group's chief operating decision makers have been identified as the Chief Executive Officer, Chief Financial Officer, and Chief Technical Officer, as well as the executive and non-executive directors of the Group. These individuals monitor the operating results of the Group's business segments and geographical segments separately for the purpose of making decisions about resource allocation and performance assessment.

Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. Each segment's assets and liabilities are comprised of all assets and liabilities attributable to the segment, based on the operations of the segment and the underlying entities comprising that segment, including goodwill and intangible assets that are measured in the same way as in the consolidated financial statements of the Group.

Our disaggregation in respect of segment reporting in the current year, has remained consistent with the prior year.

Primary segment – Business

Business segments are components of the Group's business activities which share common underlying activities and are thus comparable with regards to underlying revenue generation activities, their associated costs, and the resulting profit margins. Business activities (or operations) aggregated within each of our business segments also tend to have the same funding and liquidity requirements and are thus comparable with regards to their total assets and liabilities.

The business segments are comprised of, mobile and fixed line communications (primarily including our mobile network operators and fixed-line businesses), infrastructure (comprising of our tower companies, datacentre entities, and subsea cable capacity operator), and digital and mobile financial services (comprised of our mobile money businesses). Our "Other" business segment is comprised of our holding companies and other group entities which primarily provide services to other entities within the Group. The following disclosures are made with respect to segment reporting:

For the year ended 31 December 2024

	Mobile and fixed line communication USD	Infrastructure USD	Digital and mobile financial services USD	Other USD	Total USD
Segment revenue	1,094,395,955	55,195,685	253,963,002	3,361,005	1,406,915,647
Segment other income	14,104,833	830,521	1,141,878	756,982	16,834,214
Segment operating expenses	(814,512,750)	(88,030,176)	(136,628,965)	(68,944,904)	(1,108,116,795)
Segment result before finance charges	293,988,038	(32,003,970)	118,475,915	(64,826,917)	315,633,066
Segment finance income	6,457,359	3,961,847	12,302,602	21,762,481	44,484,289
Segment finance cost	(110,620,559)	(14,393,109)	(2,049,341)	(78,102,895)	- 205,165,904
Non-operating expense	(153,528)	1,019	(29,468)	3,179	(178,798)
Non-operating income	918,695	527,051	-	20,243,470	21,689,216
Segment share of profit in associates and joint ventures	-	-	8,868,778	12,415,697	21,284,475
Segment income tax expense	(40,720,301)	(10,348,128)	(20,917,256)	(11,435,290)	(83,420,975)
Profit/(loss) for the year	149,869,704	(52,255,290)	116,651,230	(99,940,275)	114,325,369
<i>Within operating expenses:</i>					-
Segment impairment	(2,911,577)	-	57,714	-	(2,853,863)
Segment depreciation and amortisation	(256,447,414)	(34,412,004)	(2,275,386)	(889,734)	(294,024,538)
Segment derecognition of Financial Assets	(1,241,193)	(2,995)	(9,794)	-	(1,253,982)
Segment assets	2,406,362,054	397,031,010	493,054,389	93,821,298	3,390,268,751
- Segments assets includes: Investments in associates and joint ventures	40,061,127	-	-	-	40,061,127
Segment liabilities	(1,727,447,160)	(199,440,391)	(399,904,963)	(811,655,411)	(3,138,447,925)

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47 SEGMENT REPORTING (CONTINUED)

For the year ended 31 December 2023

	Mobile and fixed line communications USD	Infrastructure USD	Digital and mobile financial services USD	Other USD	Total USD
Segment revenue	839,683,685	44,790,815	204,298,365	580,251	1,089,353,116
Segment other income	17,643,420	1,395,424	592,670	2,925,100	22,556,614
Segment operating expenses	(641,460,849)	(75,965,767)	(118,879,313)	(42,641,769)	(878,947,698)
Segment result before finance charges	215,866,256	(29,779,528)	86,011,722	(39,136,418)	232,962,032
Segment finance income	9,280,055	1,658,215	7,943,764	33,178,049	52,060,083
Segment finance cost	(128,252,183)	(12,344,595)	(1,145,926)	(66,583,569)	(208,326,273)
Non-operating expense	-	-	-	(16,746,316)	(16,746,316)
Non-operating income	6,316,347	164,051	17,996	-	6,498,394
Segment share of profit in associates and joint ventures	-	-	-	20,371,643	20,371,643
Segment income tax expense	(12,101,676)	(4,169,964)	(12,506,336)	(3,486,055)	(32,264,031)
Profit/(loss) for the year	91,108,799	(44,471,821)	80,321,220	(72,402,666)	54,555,532
<i>Within operating expenses:</i>					
Segment impairment	(7,565,332)	88,245	(7,053,230)	(115,971)	(14,646,288)
Segment depreciation and amortisation	(215,520,641)	(32,960,661)	(1,540,290)	(463,944)	(250,485,536)
Segment assets	2,353,984,585	278,205,289	359,558,380	196,592,012	3,188,340,266
- Segments assets includes:					
Investments in associates and joint ventures	50,096,048	-	23,117,126	-	73,213,174
Segment liabilities	(1,729,586,231)	(158,181,644)	(307,422,663)	(687,817,870)	(2,883,008,408)

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

47 SEGMENT REPORTING (CONTINUED)

Secondary segment – Geographical

The contribution of the business units in Mauritius, Madagascar, Togo, Uganda, Tanzania and Senegal for the years ended are more than 10% in terms of revenue and the following disclosures are made with respect to segment reporting.

	Comoros USD	Mauritius USD	Madagascar USD	Togo USD	Uganda USD	Tanzania USD	Senegal USD	Other USD	Total USD
<u>For the year ended 31 December 2024</u>									
Segment revenue	20,196,341	2,742,277	393,009,701	275,257,673	19,815,419	509,270,405	173,204,865	13,418,966	1,406,915,647
Segment other income	154,187	755,770	10,068,462	4,686,694	-	1,167,890	-	1,211	16,834,214
Segment operating expenses	(16,717,335)	(46,670,291)	(248,106,193)	(196,665,428)	(16,383,362)	(381,985,747)	(172,121,598)	(29,466,841)	(1,108,116,795)
Segment result before finance charges	3,633,193	(43,172,244)	154,971,970	83,278,939	3,432,057	128,452,548	1,083,267	(16,046,664)	315,633,066
Segment finance income	104,934	21,485,247	16,644,081	1,244,720	1,525,974	2,205,929	261,171	1,012,233	44,484,289
Segment finance cost	(2,513,517)	(77,562,409)	(21,595,487)	(6,508,484)	(5,436,501)	(52,871,370)	(36,420,414)	(2,257,722)	(205,165,904)
Non-operating expense	-	3,179	93,740	10,035	-	(706,252)	420,500	-	(178,798)
Non-operating income	-	20,243,471	527,051	-	-	918,694	-	-	21,689,216
Segment share of profit in associates and joint ventures	-	11,810,102	9,474,373	-	-	-	-	-	21,284,475
Segment income tax (expense)/credit	181,531	(6,709,344)	(20,137,524)	(41,519,511)	-	(7,548,286)	798,691	(8,486,532)	(83,420,975)
(Loss)/profit for the year	1,406,141	(73,901,998)	139,978,204	36,505,699	(478,470)	70,451,263	(33,856,785)	(25,778,685)	114,325,369
<i>Within operating expenses:</i>	-	-	-	-	-	-	-	-	-
Segment impairment	(973,777)	-	1,708,398	1,948,178	-	(3,663,265)	(1,873,397)	-	(2,853,863)
Segment depreciation and amortisation	(5,043,752)	(276,147)	(67,858,720)	(57,643,537)	(5,979,891)	(106,775,139)	(48,377,959)	(2,069,393)	(294,024,538)
Segment derecognition of Financial Assets	-	-	(139,334)	(1,114,648)	-	-	-	-	(1,253,982)
Segment assets	49,718,549	88,139,509	713,893,014	499,442,692	73,072,226	1,379,812,737	524,494,189	61,695,835	3,390,268,751
- Segments assets includes:									
Investments in associates and joint ventures	-	40,061,127	-	-	-	-	-	-	40,061,127
Segment liabilities	(23,672,398)	(805,213,375)	(440,067,697)	(291,289,727)	(60,058,359)	(986,114,923)	(504,878,416)	(27,153,030)	(3,138,447,925)

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
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47 SEGMENT REPORTING (CONTINUED)
Secondary segment – Geographical (continued)

The contribution of the business units in Mauritius, Tanzania, Madagascar, Togo and Uganda for the years ended are more than 10% in terms of revenue and the following disclosures are made with respect to segment reporting.

	Mauritius USD	Madagascar USD	Togo USD	Uganda USD	Tanzania USD	Senegal USD	Other USD	Total USD
<u>For the year ended 31 December 2023</u>								
Segment revenue	580,896	331,291,464	256,616,945	15,343,338	434,560,719	44,148,079	6,811,675	1,089,353,116
Segment other income	2,925,100	16,604,977	730,136	-	1,755,845	540,556	-	22,556,614
Segment operating expenses	(35,753,339)	(214,603,802)	(185,718,355)	(12,582,755)	(376,378,273)	(39,786,394)	(14,124,780)	(878,947,698)
Segment result before finance charges	(32,247,343)	133,292,639	71,628,726	2,760,583	59,938,291	4,902,241	(7,313,105)	232,962,032
Segment finance income	27,897,933	14,405,626	7,108,725	95,556	1,221,177	60,850	1,270,216	52,060,083
Segment finance cost	(62,596,018)	(25,625,644)	(9,788,504)	(4,553,708)	(96,532,347)	(8,316,590)	(913,462)	(208,326,273)
Non-operating expense	(16,746,316)	-	-	-	-	-	-	(16,746,316)
Non-operating income	-	182,047	2,144,943	-	4,171,404	-	-	6,498,394
Segment share of profit in associates and joint ventures	20,371,643	-	-	-	-	-	-	20,371,643
Segment income tax (expense)/credit	(3,341,479)	(10,625,190)	(23,824,861)	-	5,887,146	62,849	(422,496)	(32,264,031)
(Loss)/profit for the year	(66,661,580)	111,629,478	47,269,029	(1,697,569)	(25,314,329)	(3,290,650)	(7,378,847)	54,555,532
<i>Within operating expenses:</i>								
Segment impairment	(122,555)	(6,661,992)	(4,051,462)	-	(3,581,102)	(229,177)	-	(14,646,288)
Segment depreciation and amortisation	(182,749)	(63,249,113)	(47,254,355)	(4,289,025)	(123,598,801)	(10,646,034)	(1,265,459)	(250,485,536)
Segment assets	181,653,536	642,371,275	563,868,317	53,346,914	1,206,859,947	483,184,630	57,055,647	3,188,340,266
- Segments assets includes:								
Investments in associates and joint ventures	50,096,048	23,117,126	-	-	-	-	-	73,213,174
Segment liabilities	(685,277,375)	(434,808,274)	(319,345,759)	(42,094,467)	(901,700,675)	(487,140,869)	(12,640,989)	(2,883,008,408)

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

47 SEGMENT REPORTING (CONTINUED)

Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product lines and geographical regions:

	Segment revenue USD	Inter-segment revenue USD	contracts with external customers USD	Timing of revenue recognition		
				At a point in time USD	Over time USD	Total USD
<u>For the year ended 31 December 2024</u>						
<i>Mobile services only:</i>						
- Madagascar	202,833,383	(504,834)	202,328,549	-	202,328,549	202,328,549
- Togo	198,416,389	-	198,416,389	-	198,416,389	198,416,389
- Tanzania	279,400,115	(26,407)	279,373,708	-	279,373,708	279,373,708
- Senegal	127,267,276	(12,622)	127,254,654	-	127,254,654	127,254,654
- Comoros	28,793,468	(11,150,464)	17,643,004	-	17,643,004	17,643,004
<i>Fixed services (Residential and Business)</i>						
- Madagascar	46,682,765	(128,756)	46,554,009	-	46,554,009	46,554,009
- Togo	16,895,302	-	16,895,302	-	16,895,302	16,895,302
- Tanzania	11,705,179	(3,892)	11,701,287	-	11,701,287	11,701,287
- Senegal	13,975,100	-	13,975,100	-	13,975,100	13,975,100
- Comoros	875,270	(357,507)	517,763	-	517,763	517,763
<i>Content and Value-added services (VAS)</i>						
- Tanzania	16,734,070	-	16,734,070	-	16,734,070	16,734,070
- Senegal	9,925,669	-	9,925,669	-	9,925,669	9,925,669
- Togo	2,065,462	-	2,065,462	-	2,065,462	2,065,462
<i>Interconnection, roaming and MVNO:</i>						
- Madagascar	12,181,393	(53,833)	12,127,560	-	12,127,560	12,127,560
- Togo	11,346,610	(2,913)	11,343,697	-	11,343,697	11,343,697
- Tanzania	17,296,905	(908)	17,295,997	-	17,295,997	17,295,997
- Senegal	18,188,859	(832)	18,188,027	-	18,188,027	18,188,027
- Comoros	1,072,040	(437,866)	634,174	-	634,174	634,174

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

47 SEGMENT REPORTING (CONTINUED)

Disaggregation of revenue from contracts with customers (continued)

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product lines and geographical regions:

	Segment revenue USD	Inter-segment revenue USD	contracts with external customers USD	Timing of revenue recognition		Total USD
				At a point in time USD	Over time USD	
<u>For the year ended 31 December 2024 (continued)</u>						
<i>Customer Equipment and Infrastructure:</i>						
- Madagascar	9,199,013	(53,322)	9,145,691	9,145,691	-	9,145,691
- Togo	2,243,799	-	2,243,799	2,243,799	-	2,243,799
- Tanzania	21,343,445	-	21,343,445	21,343,445	-	21,343,445
- Senegal	2,605,863	-	2,605,863	2,605,863	-	2,605,863
- Comoros	173,910	271,081	444,991	444,991	-	444,991
<i>Operator infrastructure Services:</i>						
- Madagascar	39,864,329	(31,797,135)	8,067,194	-	8,067,194	8,067,194
- Togo	14,189,869	-	14,189,869	-	14,189,869	14,189,869
- Other	42,065,422	(35,659,257)	6,406,165	-	6,406,165	6,406,165
<i>Commissions received on electronic money activities:</i>						
- Madagascar	93,341,040	(2,321,830)	91,019,210	91,019,210	-	91,019,210
- Togo	29,810,923	-	29,810,923	29,810,923	-	29,810,923
- Tanzania	159,033,195	-	159,033,195	159,033,195	-	159,033,195
- Senegal	649,326	-	649,326	649,326	-	649,326
<i>Hosting and Rental sites:</i>						
- Madagascar	99,125,581	(83,140,580)	15,985,001	-	15,985,001	15,985,001
- Togo	278,084	-	278,084	-	278,084	278,084
- Uganda	19,196,169	-	19,196,169	-	19,196,169	19,196,169
- Tanzania	15,014,317	(12,184,052)	2,830,265	-	2,830,265	2,830,265
- Senegal	2,964,253	(2,482,388)	481,865	-	481,865	481,865

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

47 SEGMENT REPORTING (CONTINUED)Disaggregation of revenue from contracts with customers (continued)

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product lines and geographical regions:

	Segment revenue USD	Inter-segment revenue USD	contracts with external customers USD	Timing of revenue recognition		
				At a point in time USD	Over time USD	Total USD
<u>For the year ended 31 December 2024 (continued)</u>						
<i>Other Services:</i>						
- Mauritius	-	1,615,994	1,615,994	-	1,615,994	1,615,994
- Madagascar	13,754,876	(11,214,449)	2,540,427	-	2,540,427	2,540,427
- Comoros	1,408,598	(497,627)	910,971	-	910,971	910,971
- Other	1,399,858	(261,751)	1,138,107	-	1,138,107	1,138,107
<i>Trademark and licence fees:</i>						
- Mauritius	14,250,850	(14,130,500)	120,350	-	120,350	120,350
- Madagascar	13,844	6,382	20,226	-	20,226	20,226
- Other	415	(415)	-	-	-	-
<i>Management fees:</i>						
- Mauritius	35,463,178	(35,355,272)	107,906	-	107,906	107,906
<i>Other revenue:</i>						
- Mauritius	2,246,379	(1,348,353)	898,026	-	898,026	898,026
- Madagascar	23,216,774	(17,994,939)	5,221,835	-	5,221,835	5,221,835
- Togo	106,657	(92,509)	14,148	-	14,148	14,148
- Uganda	619,250	-	619,250	-	619,250	619,250
- Tanzania	958,439	-	958,439	-	958,439	958,439
- Senegal	949,018	(824,658)	124,360	-	124,360	124,360
- Comoros	71,198	(25,761)	45,437	-	45,437	45,437
- Other	9,872,320	(3,997,625)	5,874,695	-	5,874,695	5,874,695
	1,671,085,447	(264,169,800)	1,406,915,647	316,296,443	1,090,619,204	1,406,915,647

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

47 SEGMENT REPORTING (CONTINUED)

Disaggregation of revenue from contracts with customers (continued)

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product lines and geographical regions:

	Segment revenue USD	Inter-segment revenue USD	Revenue from contracts with external customers USD	Timing of revenue recognition		Total USD
				At a point in time USD	Over time USD	
<u>For the year ended 31 December 2023</u>						
<i>Mobile services only:</i>						
- Madagascar	168,458,852	(354,199)	168,104,653	-	168,104,653	168,104,653
- Togo	192,067,315	-	192,067,315	-	192,067,315	192,067,315
- Tanzania	246,762,903	-	246,762,903	-	246,762,903	246,762,903
- Senegal	32,087,168	-	32,087,168	-	32,087,168	32,087,168
<i>Fixed services (Residential and Business)</i>						
- Madagascar	42,102,194	(44,091)	42,058,103	-	42,058,103	42,058,103
- Togo	17,060,049	-	17,060,049	-	17,060,049	17,060,049
- Tanzania	10,429,601	-	10,429,601	-	10,429,601	10,429,601
- Senegal	3,317,287	-	3,317,287	-	3,317,287	3,317,287
<i>Content and Value-added services (VAS)</i>						
- Tanzania	14,185,542	-	14,185,542	-	14,185,542	14,185,542
- Senegal	2,575,688	-	2,575,688	-	2,575,688	2,575,688
- United Arab Emirates	1,564,732	(1,564,732)	-	-	-	-
<i>Interconnection, roaming and MVNO:</i>						
- Madagascar	10,958,679	-	10,958,679	-	10,958,679	10,958,679
- Togo	11,817,231	(843)	11,816,388	-	11,816,388	11,816,388
- Tanzania	19,096,273	-	19,096,273	-	19,096,273	19,096,273
- Senegal	4,736,238	(173)	4,736,065	-	4,736,065	4,736,065

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NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

47 SEGMENT REPORTING (CONTINUED)

Disaggregation of revenue from contracts with customers (continued)

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product lines and geographical regions:

	Segment revenue USD	Inter-segment revenue USD	Revenue from contracts with external customers USD	Timing of revenue recognition		Total USD
				At a point in time USD	Over time USD	
<u>For the year ended 31 December 2023 (continued)</u>						
<i>Customer Equipment and Infrastructure:</i>						
- Madagascar	8,764,930	(948,652)	7,816,278	7,816,278	-	7,816,278
- Togo	1,691,629	-	1,691,629	1,691,629	-	1,691,629
- Tanzania	7,939,722	-	7,939,722	7,939,722	-	7,939,722
- Senegal	307,426	-	307,426	307,426	-	307,426
<i>Operator infrastructure Services:</i>						
- Madagascar	27,508,395	(18,084,590)	9,423,805	-	9,423,805	9,423,805
- Togo	14,352,274	-	14,352,274	-	14,352,274	14,352,274
- Tanzania	1,024,541	(1,024,541)	-	-	-	-
- United Arab Emirates	40,070,174	(33,508,501)	6,561,673	-	6,561,673	6,561,673
<i>Commissions received on electronic money activities:</i>						
- Madagascar	68,949,748	(1,902,530)	67,047,218	67,047,218	-	67,047,218
- Togo	19,389,512	-	19,389,512	19,389,512	-	19,389,512
- Tanzania	134,373,637	-	134,373,637	134,373,637	-	134,373,637
- Senegal	161,115	-	161,115	161,115	-	161,115
<i>Hosting and Rental sites:</i>						
- Madagascar	89,429,011	(71,853,734)	17,575,277	-	17,575,277	17,575,277
- Togo	238,972	-	238,972	-	238,972	238,972
- Uganda	15,238,415	-	15,238,415	-	15,238,415	15,238,415
- Tanzania	954,772	-	954,772	-	954,772	954,772
- Senegal	1,452,912	(501,954)	950,958	-	950,958	950,958

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**NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

47 SEGMENT REPORTING (CONTINUED)Disaggregation of revenue from contracts with customers (continued)

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product lines and geographical regions:

	Segment revenue USD	Inter-segment revenue USD	Revenue from contracts with external customers USD	Timing of revenue recognition		Total USD
				At a point in time USD	Over time USD	
<u>For the year ended 31 December 2023 (continued)</u>						
<i>Other Services:</i>						
- Mauritius	647	-	647	-	647	647
- Madagascar	10,986,562	(6,233,988)	4,752,574	-	4,752,574	4,752,574
<i>Trademark and licence fees:</i>						
- Mauritius	11,187,808	(10,921,960)	265,848	-	265,848	265,848
- Madagascar	482,542	(362,223)	120,319	-	120,319	120,319
<i>Management fees:</i>						
- Mauritius	19,605,798	(19,291,398)	314,400	-	314,400	314,400
- United Arab Emirates	21,729,532	(21,729,532)	-	-	-	-
<i>Other revenue:</i>						
- Mauritius	36,344,205	(36,344,205)	-	-	-	-
- Madagascar	23,853,490	(20,418,927)	3,434,563	-	3,434,563	3,434,563
- Togo	807	-	807	-	807	807
- Uganda	104,922	-	104,922	-	104,922	104,922
- Tanzania	818,268	-	818,268	-	818,268	818,268
- Senegal	68,908	(56,537)	12,371	-	12,371	12,371
- United Arab Emirates	21,197,422	(20,947,422)	250,000	250,000	-	250,000
	<u>1,355,447,848</u>	<u>(266,094,732)</u>	<u>1,089,353,116</u>	<u>238,976,537</u>	<u>850,376,579</u>	<u>1,089,353,116</u>