airtel

Airtel Africa plc
Annual Report and Accounts 2024
Transforming lives

Airtel Africa plc

Airtel Africa is a leading provider of telecommunications and mobile money services, with operations in 14 countries in sub-Saharan Africa. We provide an integrated offer to our subscribers, including mobile voice and data services as well as mobile money services both nationally and internationally. Our purpose of transforming lives is at the heart of everything we do.

Airtel Africa is transforming lives across Africa.

Strategic report

Governance report

Financial statements

Other information

View our online annual report summary

At a glance

We operate in 14 dynamic, underpenetrated markets where strong demand provides a compelling runway for growth.

An underpenetrated telecoms market, a young population and rising smartphone affordability, along with low data penetration, give us growth opportunities in both voice and data services. The telecoms market in sub-Saharan Africa is projected to grow by 4.4% CAGR over the next five years*. At the same time, low penetration of traditional banking services provides us with the opportunity to meet the needs of unbanked customers through our dedicated mobile money platform, Airtel Money.

* CAGR source: GSMA sub-Saharan report 2023

** Published results from other market participants and regulatory reports

Revenue

$4,979m

Constant currency +20.9%
Reported currency (5.3%)

EBITDA[1]

$2,428m

Constant currency +21.3%
Reported currency (5.7%)

Operating profit

$1,640m

Constant currency +20.3%
Reported currency (6.7%)

Capex

$737m

$748m in 2022/23

Basic earnings per share

(4.4) cents

17.7 cents in 2022/23

1 EBITDA is an alternative performance measure (APM) as described on pages 52-55

14

markets in our diversified portfolio

2.6%

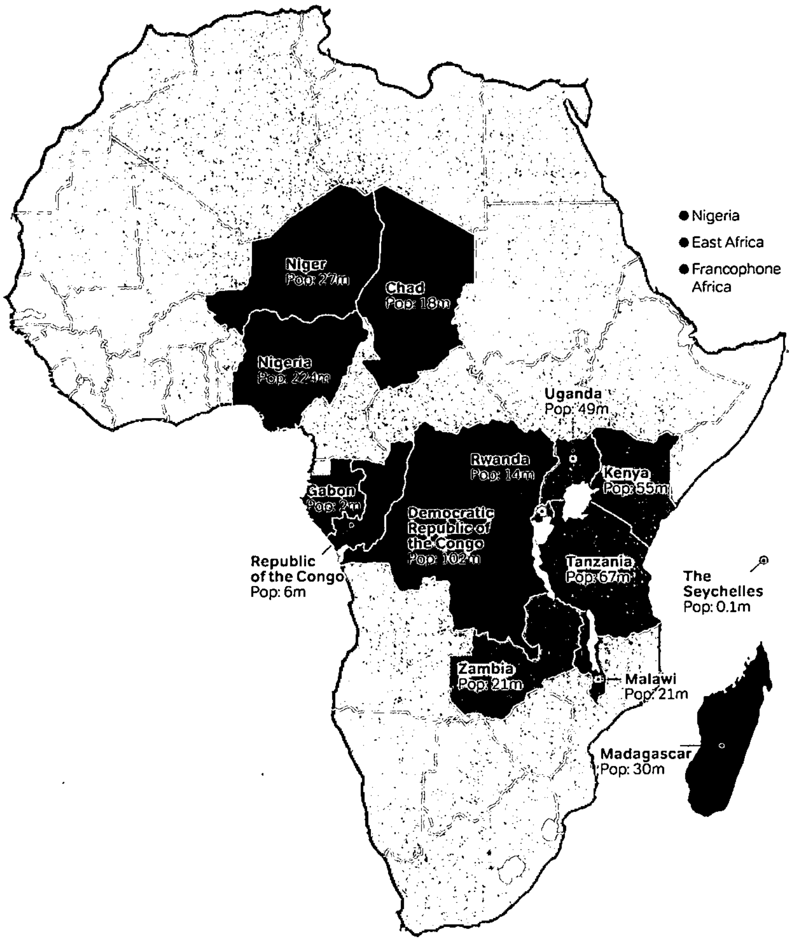
projected compound annual population growth in our region by 2028

1st or 2nd

largest operator by customer market share** in all 14 markets

20.9%

revenue growth in constant currency, (5.3%) in reported currency in 2023/24



Revenue contribution by segment

	Year ended March 2024 $m	Year ended March 2023 $m	Reported currency change %	Constant currency change %
● Nigeria – mobile services	**1,503**	2,128	(29.4%)	25.8%
● East Africa – mobile services	**1,622**	1,508	7.5%	21.5%
● Francophone Africa – mobile services	**1,213**	1,090	11.3%	9.2%
≡ Mobile money services	**837**	692	21.1%	32.8%
Total* **	**4,979**	**5,255**	**(5.3%)**	**20.9%**

*** Breakdown of revenue as stated in above table will not add up to total revenue, since it also includes inter-segment revenue which eliminates on consolidation of $196m (2023: $163m). All segmental revenue information presented throughout the Annual Report is as per note 6.1 of our financial statements and includes the inter-segment revenue noted above.

All financial numbers are in reported currency.

We reached more people than ever this year with our voice, data and mobile money services – increasing financial and digital inclusion, and transforming lives.

By extending our distribution network in both rural and semi-urban areas and providing resilient, far-reaching coverage, we've enabled millions of people to access telecoms and banking services. By leading the way in the rollout of 4G networks, pioneering 5G services, and expanding data centres and fibre access, we're helping drive digitalisation. We've expanded our footprint of retailers, agents and exclusive franchises, so we can deliver even more services across our markets. And we're helping build a new financial ecosystem that's full of opportunity. Our focus on increasing the number of mobile money use cases through international partnerships and product innovation has helped drive the take up of our mobile money services, boosting financial inclusion.

34,500+
infrastructure sites

3.3+ million
retail touchpoints (agents and distributors) in our network

75,400+ km
of connecting fibre

95%
sites providing 4G coverage

4G
services available in all 14 markets

5G
services available in five markets

Voice
We offer pre- and post-paid wireless voice services, international roaming and fixed-line telephony services.

152.7 million
total customers (+9.0%)

Data
We offer a suite of data services, including 4G, 5G, home broadband and data centres. We provide 4G services in all 14 of our markets and 5G in five markets.

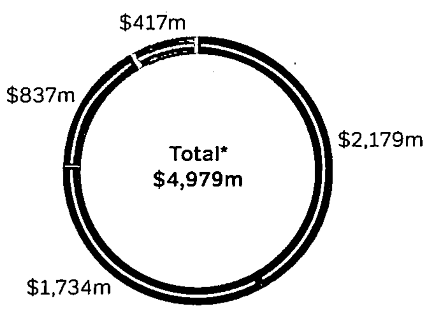
64.4 million
data customers (+17.8%)

Airtel Money
We offer mobile money services, including digital wallet payments systems, microloans, savings and international money transfers.

38 million
Airtel Money customers (+20.7%)

Revenue contribution by service

	Year ended March 2024 $m	Year ended March 2023 $m	Reported currency change %	Constant currency change %
● Voice	**2,179**	2,491	(12.5%)	11.9%
● Data	**1,734**	1,787	(3.0%)	29.2%
● Airtel Money	**837**	692	21.1%	32.8%
○ Other^	**417**	437	(4.6%)	23.4%
Total*	**4,979**	**5,255**	**(5.3%)**	**20.9%**



^ Other revenue includes messaging, value added services, tower sharing and Airtel Business.

* Breakdown of revenue as stated in above table will not add up to total revenue, since it also includes inter-segment revenue which eliminates on consolidation of $188m (2023: $152m). All segmental revenue information presented throughout the Annual Report is as per Note 6.1 to our financial statements and includes the inter-segment revenue noted above.

Transforming lives

Building a digital economy

Our 4G, 5G and fibre networks provide our 64.4 million data customers with 15GB of data capacity every month.

People across Africa have a huge appetite for data.

Country	Zambia
Population	21m
Unique mobile penetration*	57%

Every one of our customers in Zambia receives 4G coverage or higher – and by offering high-speed, reasonably-priced and reliable data, customer data usage grew by 48.5% in 2023/24. Our Airtel Money customer base in Zambia also grew by 21.1%. and we're proud that 49.5% of mobile money customers are women.

» For more information about our 'Win with' strategy, see pages 24-33

» For more information about our progress in East Africa, see pages 40-41

* Source: World Cellular Information Series (WCIS)

"Data ili na lubilo na mutengo wa pansi itandiza malonda yanga.

Fast and affordable data helps me run my business."

Transforming lives

Including the unbanked

One in two people has no access to formal banking in Africa.*

Airtel Money has included 38 million customers in the financial ecosystem.

Country	DRC
Population	102m
Unique mobile penetration**	45%

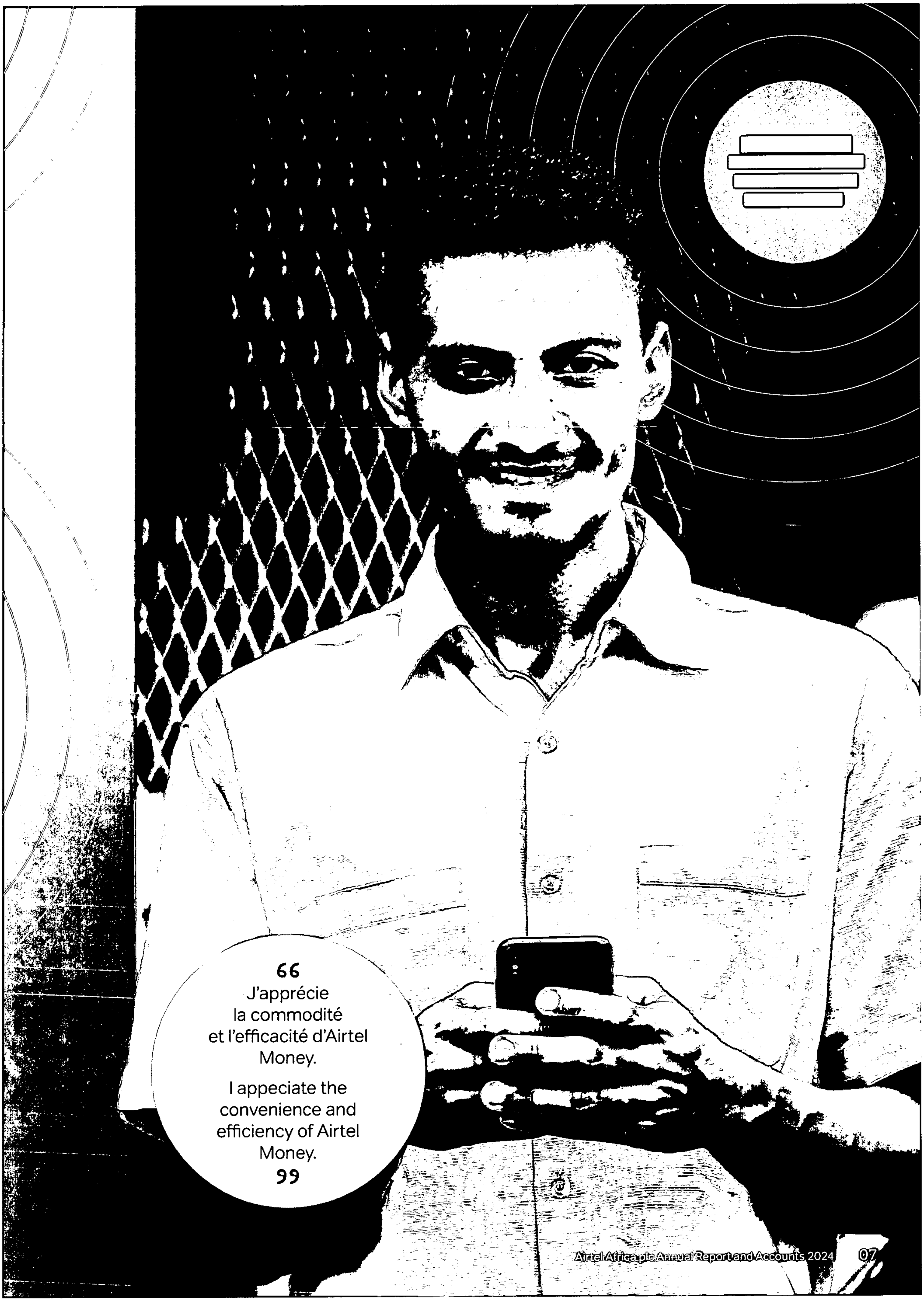
The Democratic Republic of the Congo (DRC) is an underpenetrated market where we can accelerate financial inclusion and grow our Airtel Money business by ensuring customers can easily access our services in more places than ever.

This year our Airtel Money customer base in the DRC has expanded to beyond 3.6 million from 2.6 million in 2022/23, and Airtel Money revenues in the DRC grew by 31% year on year in 2023/24.

›› For more information about our 'Win with' strategy, see pages 24-33

›› For more information about our progress in Francophone Africa, see pages 42-43

* World Bank's Global Findex Report 2021
** Source: World Cellular Information Series (WCIS)



"J'apprécie la commodité et l'efficacité d'Airtel Money.

I appreciate the convenience and efficiency of Airtel Money."

Transforming lives

Providing children across sub-Saharan Africa with access to quality education

Our programmes provide schools with internet connection, free data and educational resources.

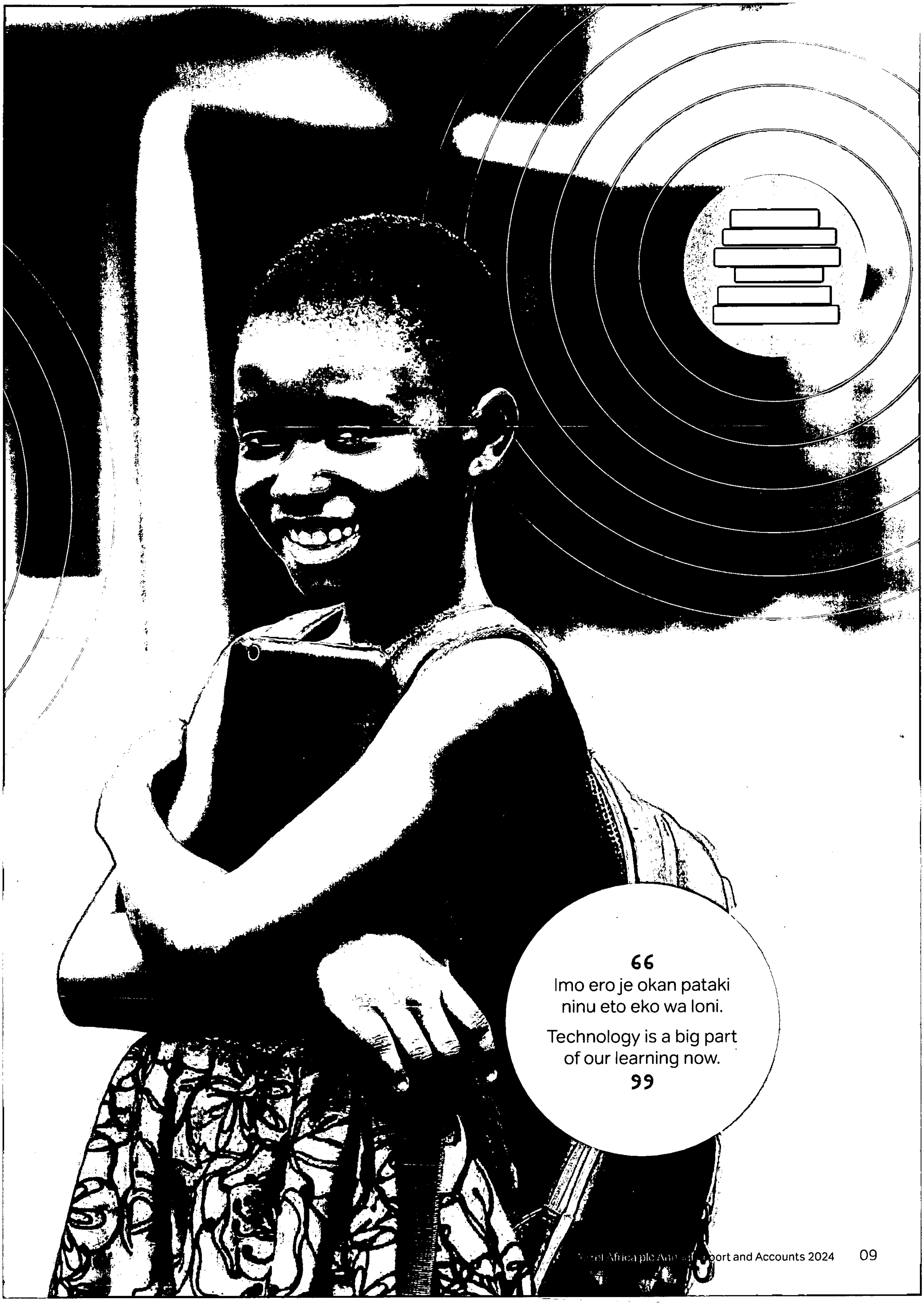
No child should be denied education.

Country	Nigeria
Population	224m
Schools connected	960

Education has the power to transform lives and futures. This is why the work we're doing to increase access to quality education through digital learning is such an important element of our sustainability strategy and helps to deliver our corporate purpose of transforming lives.

» For more information about our partnership with UNICEF and our work to improve digital learning in 13 markets, see page 58

» For more information about our progress in Nigeria, see pages 38-39



“Imo ero je okan pataki ninu eto eko wa loni.

Technology is a big part of our learning now.”

Chair's statement

Transforming lives

In a volatile macroeconomic environment, Airtel Africa continues to remain focused on its purpose of 'Transforming lives'. We have consistently delivered on the sustainability ambitions that underpin our business strategy, and on our commitment to developing the infrastructure and services that will drive digital and financial inclusion for people across Africa.

Sunil Bharti Mittal
Chair

Navigating volatile times through strong execution and customer service

Customers in our markets have experienced challenging times this year, with commodity prices continuing to rise and, in several countries, currency devaluations causing volatility in people's daily lives, as well as in the wider business environment. I am proud that everyone at Airtel Africa has stayed close to our customers throughout, providing reliable, affordable telecoms services that help them navigate the cost-of-living pressures, and unlocking opportunities for digital inclusion, financial empowerment and wider economic growth in the future.

Growth in demand for voice, data and mobile money, despite headwinds

Our key operating performance measures show how customers continue to value our services. In 2023/24 our customer base has grown by 9.0%, while voice usage and data usage have also continued to grow strongly. Airtel Money in particular has gone from strength to strength, growing its customer base by 20.7%, and seeing transaction values grow by 38.2% – it is remarkable to think that in 2023/24, Airtel Money customers transacted more than $116bn in constant currency terms, up from $60bn just two years ago.

This performance reflects the investment and hard work we have put into our markets over recent years, and reinforces our confidence in the growth opportunity in sub-Saharan Africa. Nonetheless, despite our robust risk management and corporate governance frameworks, we are not immune to the volatility that our customers experience in their economies. Devaluations and FX shortages in large markets such as Nigeria and Malawi created strong headwinds this year and had a significant impact on our reported currency revenues, as described on page 50 – though constant currency revenues continued to show strong growth. The Board has been closely involved in overseeing the company's strategy to navigate these headwinds – and we are confident that the delivery of our growth strategy, strong operational execution and a focus on margin resilience will enable us to weather the volatility well and create a base for future continued growth.

Maintaining our momentum on transforming lives

Despite the turbulence in the macro-economic environment, Airtel Africa remains focused on its purpose of 'Transforming lives'. We have continued to deliver on the sustainability ambitions that underpin our business strategy, and on our commitment to developing the infrastructure and services that will drive digital and financial inclusion for people across Africa, while contributing to six of the United Nations' Sustainable Development Goals (UN SDGs). This year, we have published a separate Sustainability Report 2024 to give our stakeholders a comprehensive and transparent account of our progress. We have highlighted the Board's role in considering and acting on environmental, social and governance matters on pages 95-98 of this Annual Report.

There have been some great achievements this year, including through our extensive partnership work, which shows our continued commitment to collaboration. The expansion of our network coverage, which now extends to 34,500+ sites across the region, means that more people than ever have access to data, voice and mobile money services, frequently delivered through partnerships with tower companies which include initiatives to reduce emissions and environmental impacts. Our partnership with the Rwandan government on the ConnectRwanda 2.0 initiative will see more than a million people in the country gain access to affordable smartphones by the end of 2024 (see page 58), while Airtel Money continues to reach agreements with global financial services companies to improve our customers' access to finance (see pages 44-45).

One of our flagship partnerships is with UNICEF, designed to transform the lives of over one million children through education by 2027. Education has long been a focus for Airtel Africa and for me personally, and I am proud that the programme is now rolled out in 13 countries, reaching thousands of schoolchildren to date. On behalf of the Board, I would like to thank everyone at Airtel Africa for their work in delivering these achievements.

CEO succession

While I discuss changes to our Board and management in more detail on pages 84-93, I would like to pay tribute here to our outgoing CEO, Olusegun (Segun) Ogunsanya, who is retiring this year. While delivering consistent double-digit growth, Segun oversaw the launch of our Sustainability strategy and our UNICEF partnership. This has laid a strong foundation for his successor, Sunil Taldar, whom we welcome as CEO on 1 July 2024.

Serving our customers to create sustainable value

Our 'Win with' strategy drives a continuous focus on serving customers' needs so we can deliver sustainable, profitable growth, while mitigating our risks and strengthening our balance sheet.

Leverage was at 1.4x in March 2024, broadly in line with the previous year despite strong cost pressures, and alongside continued investment in the infrastructure and spectrum that will fuel our continued success.

The Board of directors has recommended a final dividend of 3.57 cents per share, making the total dividend for 2023/24 5.95 cents per share, which is in line with our progressive dividend policy.

The path forward for the business is clear – to continue serving our customers in all our 14 markets and support the sustainable development of the countries where we operate. On behalf of the Board, I would like to thank all our stakeholders for their support as Airtel Africa continues on its journey, and transforming lives.

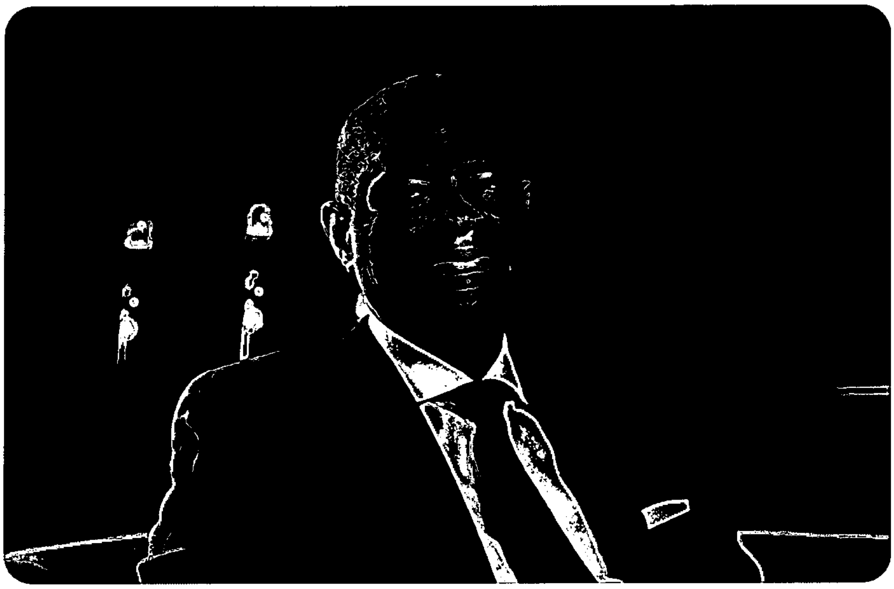
Sunil Bharti Mittal
Chair

8 May 2024

> "The fact that we have also been able to deliver a strong financial performance in this economic context is testament to the scale of the untapped demand in sub-Saharan Africa, and to the resilience of our business model."

Sunil Bharti Mittal
Chair

Chief executive officer's review



CEO Q&A

Our CEO Olusegun Ogunsanya discusses a year in which the business overcame significant headwinds in several markets to achieve strong constant currency growth while continuing to deliver on our purpose of transforming lives.

Our strategy for growth in action

45.5%

increase in data usage

38.2%

increase in transaction value for Airtel Money in constant currency

Q. What are your most important reflections on 2023/24?

A. This has been another year in which many of our customers and communities have faced considerable challenges – and another year in which everyone at Airtel Africa can see the difference we make in the economies and societies around us.

When times are hard, whether because of economic shocks, political uncertainty, or extreme weather, our services are more important to people than ever. We help them empower themselves: connecting customers to each other, or enabling businesses to access the digital economy, or bringing people into the financial services ecosystem for the first time. As we continue to grow, we also continue to increase the positive impact we can have – and fulfil our purpose of transforming lives.

Q. What progress have you made on your 'Win With' strategy?

A. We've seen good progress in all six pillars of our strategy: technology, distribution, data, mobile money, people, and cost, all underpinned by our sustainability strategy.

Our network grew by around 3,000 sites, with 921 additional sites in rural areas – helping to fuel the recruitment and retention of our customers, which is also driven by our distribution teams, who this year increased the number of our customer-activating outlets by 19.6%, bringing the total number to 363,800+ outlets across our 14 markets. Airtel Money also continues to grow, with 20.7% more mobile money customers, and transaction value increasing by 38.2% in constant currency.

The 45.5% increase in data usage and the 56.6% increase in home broadband revenues show how much appetite our customers have for digital connections. I'm particularly pleased that the expansion of our 5G networks is providing stronger broadband connections for small enterprises as well as individuals – continuing to enable economic empowerment.

Our people have helped drive our success, supported by our continued focus on succession planning, diversity and training, by maintaining an absolute determination to serve our customers.

And cost has been particularly important this year, as I describe below. Managing risk plays a role here, including foreign exchange risk – our focus on localising debt has helped keep Group debt stable at 1.4x, even while we maintained capital expenditure broadly level at $737m.

Q. What were the highlights of your financial performance?

A. We've shown how our strategy and business model have the resilience to weather significant economic headwinds while continuing to deliver constant currency growth.

In constant currency, we have grown revenues in data by 29.2%, in voice services by 11.9% and in mobile money by 32.8%. Our customer base grew beyond 150 million in December 2023, reaching 152.7 million in total by the year end. EBITDA grew by 21.3% in constant currency. Overall revenue growth in constant currency was 20.9% – an even better result than last year.

Clearly, devaluation and inflation have had an effect on our reported currency performance, with reported revenues down 5.3%. It was a very volatile year in several markets, and required a keen focus on costs, with fuel prices having a particular impact. Despite this cost pressure, we maintained EBITDA margin of 46.8%, only a small reduction from last year.

One of the highlights for me is that we were able to support customers as they faced the cost-of-living crisis in their communities. We have always believed in driving usage, rather than price – and our services help customers reduce their other expenses by, for example, reducing the need for travel or increasing the ease with which they can access entertainment, education or financial services. Customers turned to us for more services in 2023/24, with the result that average revenue per user increased by 10.7% in constant currency.

Q. Where were the headwinds felt most strongly this year?

A. Devaluation and inflation – especially fuel inflation – have played a part in nearly all our markets. But Nigeria is our largest market, so headwinds there can have a significant impact on our overall performance. During 2023/24, the Nigerian naira (NGN) devalued from NGN461 per US dollar to NGN1,303 per US dollar. Inflation in Nigeria reached a high of 33.2% in March 2024. The impact of these shocks on Group reported currency revenue and EBITDA for the period ended 31 March 2024 was a reduction of $1,042m and $554m, respectively, as described in detail by our CFO in the financial review on pages 48-50.

But those numbers do not tell the full story. The answer to these headwinds is to outgrow them – and in Nigeria we responded with a clear plan of action, focusing on reducing costs, reducing foreign currency liabilities, and continuing to manage expenses as far as possible, while staying dedicated to serving our customers as they also navigated the volatile economic times. As a result, mobile services revenues in Nigeria increased by 25.8% in constant currency in 2023/24, driven primarily by strong usage growth across the base.

That growth underpins our continuing confidence in the opportunity we have in Nigeria, and our belief in the talent, innovation and resilience of the Nigerian people. The devaluations should lead to a healthier economy in the medium term, while Nigeria exemplifies the demographic runway for growth we see across our markets, with its population of over 220 million people with 52% below 18 years of age, mostly digital natives in a country dedicated to becoming a digital powerhouse in Africa. With unique SIM penetration below 50%, there is so much still to do in terms of mobile connectivity, digital empowerment, and financial inclusion and – provided we continue to apply our robust risk management and corporate governance frameworks to navigate the economic conditions – we see Nigeria as a key driver of our future growth.

» For more information about the impact of devaluation in Nigeria, see the financial review, pages 48-55

» For more about the challenges and opportunities in the Nigerian market, see market environment, pages 18-19

Q. What progress have you made on your sustainability ambitions?

A. To be a great company, you have to be a 'good' company – which means more than making corporate commitments. For me and for the business, our goal of transforming lives through digital empowerment and financial inclusion is a promise to all our stakeholders, and we are transparent with them in what we have achieved, and what we still need to do. We have published our separate Sustainability Report 2024 as a companion to this Annual Report.

This year, we have seen real progress in key areas of our sustainability strategy, including the publication of our scope 3 emissions reduction strategy in November, which builds on our decarbonisation programme, announced in May 2023 in 'Our journey towards a net zero future'. Two areas of our work stand out in particular to me: increasing the financial inclusion of women through Airtel Money, and our work with UNICEF on education.

In many of our markets, access to formal financial services is still very limited – and disproportionately so for women. We see at first hand the transformational impact that expanding women's financial inclusion is having on them, and on their families.

Our partnership with UNICEF, meanwhile, shows exactly what we mean by transforming lives, with its aim of providing educational resources, free of charge, to one million children by 2027. Education is a great leveller, one of the most important ways to raise people out of poverty and foster economic growth. Our focus on creating digital opportunities for teachers and students, reaching thousands of schoolchildren this year alone, also helps build the foundations of a digital economy of the future – one where we, and those around us, can thrive.

Olusegun Ogunsanya
Chief executive officer
8 May 2024

> "As we continue to grow, we also continue to increase the positive impact we can have – and fulfil our purpose of transforming lives."

» For more information about our sustainability strategy and climate-related disclosures, see pages 56-70

» For more information about our 'Journey towards a net zero future', visit www.airtel.africa

Our investment proposition

Our unique position across markets with substantial growth potential, combined with a clear strategy and consistent track record in execution, supports sustainable value creation for all our stakeholders.

We're uniquely positioned to deliver affordable and reliable services to a young and growing population across 14 markets in Africa. The diversity of our offerings across voice, data and mobile money, combined with our transparent capital allocation policy, provides the foundation to ensure we capitalise on this growth opportunity. This positive outlook, combined with our strong financial position and attractive shareholder return profile, provides a persuasive investment case for current and prospective shareholders.

» For more information about our market environment, see pages 18-19

Compelling and sustainable long-term growth

The countries we operate in have some of the youngest and fastest-growing populations in the world. Combined with low penetration of services, low consumption of voice and data and limited traditional banking services, this creates a huge opportunity for the continued, sustainable growth of our business.

This will enable us to fulfil our corporate purpose of transforming lives across Africa.

Clear and consistent strategy

The focused execution of our six-pillar 'Win with' strategy for growth – supported by our strong country-level management teams – is the backbone of our ability to deliver sustainable, profitable and market-leading growth. The strength of our brand, the reach of our distribution infrastructure and our significant network capacity differentiate our service offerings and underpin Airtel Africa's ambitions across the continent.

Strong track record in execution

Our historic track record speaks for itself. Over the past five years, we have delivered 18% CAGR constant currency revenue growth and industry-leading EBITDA margins, enabling continued investment in our network to support our ambition for future growth. Over the past year however, this strong performance has been materially impacted by currency headwinds and inflationary pressures – particularly, in our largest market, Nigeria – which has affected our reported currency performance.

We continue to take specific initiatives to limit this impact going forward by reducing our foreign currency cost base, upstreaming cash to the holding company (HoldCo) and reducing US dollar exposure on our balance sheet. However, our primary objective is to capitalise on the exceptional growth opportunity available across our markets to unlock higher revenue growth which will limit the further impact of currency headwinds.

Sustainable capital structure

One of the priorities of our capital allocation policy has been to create a robust capital structure to future-proof our growth ambitions and support shareholder returns. Our conservative capital structure is fundamental to navigating challenging macroeconomic environments. Because of our strong financial performance and continued cash upstreaming, we expect to fully repay our remaining HoldCo debt in May 2024 and continue to move debt into local currency. Currently, over 80% of our debt is in local currency, providing a stable and sustainable capital structure.

Attractive shareholders return policy

As a result of our consistent ability to generate cash flow and strengthen our capital structure, the Board of directors has reiterated our existing dividend policy of a mid- to high-single-digit annual growth in the dividend. In January 2024, the Board of directors approved the launch of a share buy-back programme amounting to $100m over the next 12 months, beginning in March 2024.

Our KPIs give our Board and management a clear sense of where we are and where we need to improve.

Measuring the success of our strategy

We monitor the success of our strategy through operational, financial and non-financial key performance indicators (KPIs). These KPIs give us a crucial insight into our business performance and the progress being made towards our strategic intent.

Our selected KPIs help us to communicate the Group's strategy across all levels of the organisation, and form part of our governance and performance management process.

Ensuring our KPIs are meaningful and responsive

We monitor our strategic progress through primary operational KPIs which include sites, data capacity, customer base, net additions, average revenue per user (ARPU), usage per customer and Airtel Money transactions. This year we added a new operational KPI to measure progress of our mobile money services as expansion of mobile money agents and exclusive infrastructure is instrumental in driving our Airtel Money business.

Our key financial KPIs are revenue, EBITDA, operating profit, profit after tax, operating free cash flow, net cash generated from operating activities, leverage, basic earnings per share and return on capital employed.

Further, our non-financial performance KPIs linked to our sustainability strategy are scope 1, 2 and 3 GHG emissions, energy consumption, population covered and gender balance.

We review our operational, financial and non-financial KPIs regularly to ensure that they are aligned with our strategy and organisational goals.

» For more information about our sustainability KPIs, see page 56

» See definition and reconciliation of our alternative performance measures on pages 52-55

Linkage with remuneration

We review our remuneration-linked KPIs every year to ensure these are relevant to our business strategy. Our remuneration targets are linked with selected financial and operational KPIs. As part of our long-term incentive scheme, we also benchmark our total shareholder return performance with a peer group of companies.

» See our directors' remuneration report (DRR) on pages 146-165

Financial KPIs

GAAP KPIs	FY'24	FY'23
Revenue	$4,979m Constant currency 20.9% Reported currency (5.3%)	$5,255m Constant currency +17.6%
Operating profit*	$1,640m (6.7%)	$1,757m +14.5%
Profit after tax*	$(89)m (111.9%)	$750m (0.6%)
Net cash generated from operating activities*	$2,259m 1.4%	$2,229m +10.9%
Basic earnings per share	(4.4) cents (124.9%)	17.7 cents +5.2%

APM KPIs	FY'24	FY'23
EBITDA and margin	$2,428m Constant currency 21.3% Reported currency (5.7%) Margin 48.8%*	$2,575m Constant currency +17.3% Margin 49.0%
Operating free cash flow*	$1,691m (7.4%)	$1,827m +10.4%
Leverage	1.4x	1.4x
Return on capital employed	23.0%	23.3%

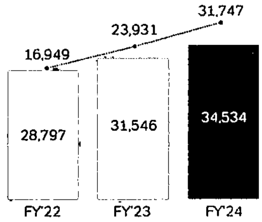
* Growth percentage and EBITDA margin are in reported currency.

Our key performance indicators continued

Operational KPIs – mobile services

Total sites and data capacity

- ■ Total sites number
- -•- Total data capacity TB/day

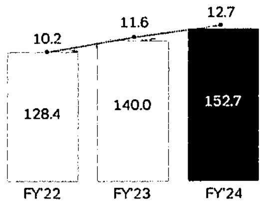


Performance

During the reporting year, we deployed around 3,000 sites, reaching 34,500+ sites in total as of 31 March 2024. We added 4,300+ sites on 4G and now 95% of our total sites are on 4G. 5G is operational across six countries, with over 1,000 sites deployed. We also added around 5,000 km of fibre (reaching 75,400+ km of fibre as of 31 March 2024). Network data capacity increased by 32.7% to 31,700+ terabytes (TB) per day, with peak hour data utilisation at 53.0%.

Customer base and customer net additions

- ■ Customer base m
- -•- Customer net additions m



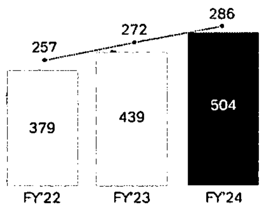
Performance

Our overall customer base grew by 9% to 152.7 million as of 31 March 2024. We continue investing in networks to expand our reach along with the expansion of distribution infrastructure to drive customer base growth in both urban and rural markets. Our enhanced distribution channel ensures availability of SIM cards and recharge across our footprint.

Our customer base grew across all three regions: Nigeria by 5.3%, East Africa by 10.7% and Francophone Africa by 11.8%, respectively.

Voice traffic and usage per customer

- ■ Voice traffic bn mins
- -•- Usage per customer mins



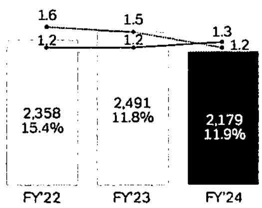
Performance

Our voice traffic grew by 14.9% to 504 billion minutes during the year, driven by customer base growth of 9.0% and an increase in voice usage per customer by 5.2% to 286 minutes per customer per month.

Our continued investment in sales and distribution infrastructure and network coverage helped us to grow voice traffic. The growth of voice usage per customer was mainly contributed by Nigeria and East Africa regions.

Voice revenue and voice ARPU

- ■ Voice revenue $m
- -•- Voice ARPU (RC) $
- -•- Voice ARPU (CC) $
- Revenue growth %



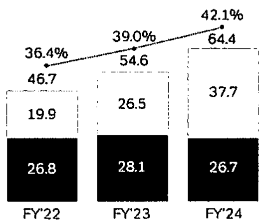
Performance

In reported currency, voice revenue declined by 12.5% to $2,179m with voice ARPU declining from $1.5 to $1.2 in the current period due to currency devaluation (primarily the Nigerian naira devaluation).

In constant currency, voice revenue grew by 11.9%, contributed by both customer base growth of 9.0% and voice ARPU growth of 2.4%. The voice ARPU growth was led by an increase in voice usage per customer by 5.2% (Increased to 286 minutes per customer per month).

Data customers, 4G data customers and penetration

- ■ 2G and 3G data customers m
- ◻ 4G data customers m
- -•- Data customers penetration %



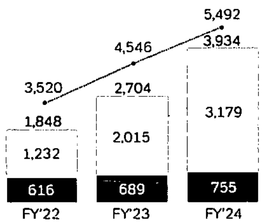
Performance

Our data customer base increased by 17.8% to 64.4 million as of 31 March 2024 and now comprises 42.1% of our total customer base. Data customer base growth was driven by expansion of our data network, increase in network data capacity and smartphones on our network.

The 4G customer base reached 37.7 million, a growth of 42.3%, and contributes 58.6% of our total data customer base. Smartphone penetration increased to 40.5% (from 36.3%), of which 75.1% are 4G enabled smartphones (compared with 65.4% in the prior period).

Data usage, 4G data usage and data usage per customer

- ■ 2G and 3G data usage bn MB
- ◻ 4G data usage bn MB
- -•- Data usager per customer MB

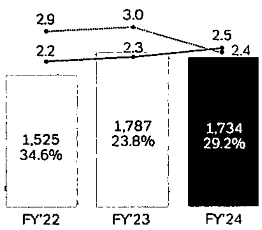


Performance

Total data usage increased by 45.5% to 3,934 billion MBs led by both customer base growth of 17.8% and an increase in data usage per customer of 20.8%. During the period, 4G data usage contributed to 80.8% of total data usage. Data usage per customer increased to 5.4 GB per month (up from 4.4 GB per customer per month) while 4G data usage per customer increased to 8.5 GB per month (from 7.3 GB per month). The increase in data usage per customer was led by an increase in smartphone penetration, the increased density of our 4G network and higher adoption of data bundles (up by 1.1% to 95.8%).

Data revenue and data ARPU

- ■ Data revenue $m
- -•- Data ARPU (RC) $
- -•- Data ARPU (CC) $
- Revenue growth %



Performance

In reported currency, data revenue declined by 3.0% to $1,734m with data ARPU declining from $3.0 to $2.4 in the current period due to currency devaluation.

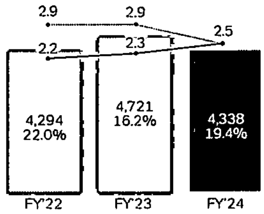
In constant currency, data revenue grew by 29.2%, led by both customer base growth of 17.8% and data ARPU growth of 7.3%. The data ARPU growth was driven by an increase in data usage per customer per month mainly due to our higher 4G customer base and expansion of our 4G network.

Note: growth percentages in KPIs are in constant currency unless specified. ARPU (CC) is on 2023/24 constant currency for all reported periods.

Operational KPIs – mobile services continued

Mobile services revenue and ARPU

- ■ Mobile services revenue $m
- Mobile services ARPU (RC) $
- Mobile services ARPU (CC) $
- Revenue growth %



Performance

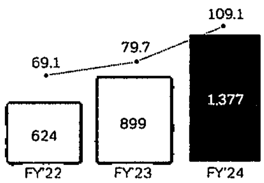
In reported currency, mobile services revenue declined by 8.1% to $4,338m and mobile services ARPU declined from $2.9 to $2.5 due to currency devaluation (primarily the Nigerian naira devaluation).

In constant currency, mobile services revenue grew by 19.4%, with growth being recorded across all regions and services: Nigeria up by 25.8%, East Africa by 21.5% and Francophone Africa by 9.2%. Mobile services revenue growth was driven by both voice and data services: voice revenue growth of 11.9% and data revenue growth of 29.2%. Mobile services ARPU was $2.5 per customer per month up by 9.3% in constant currency.

Operational KPIs – mobile money

Mobile money agents and exclusive Infrastructure*

- ■ Active agents 000s
- Exclusive infrastructure 000s



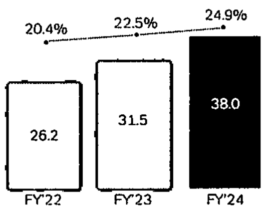
Performance

We increased our active agent network by 477,000 to 1.4 million. In addition, our exclusive infrastructure network increased by 29,400 to over 109,000 as of 31 March 2024.

* Exclusive infrastructure includes Airtel Money branches, kiosks and mini shops.

Mobile money customer base and penetration

- ■ Customer base m
- Customer penetration %



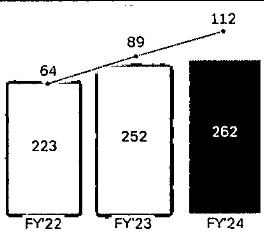
Performance

Our mobile money customer base grew by 20.7% to 38.0 million as of 31 March 2024, representing 24.9% of our total customer base. This growth was largely driven by expansion of our mobile money agents and merchant ecosystems and continued investment into our exclusive franchise channel of kiosks and branches. Our enhanced distribution channel ensures availability of mobile money float across our footprint.

In Nigeria, the company remained focused on customer acquisition through the year, with 1.5 million active customers registered for mobile money services in Nigeria at the end of March 2024.

Mobile money transaction value and transaction value per customer

- ■ Transaction value per customer $
- Transaction value $bn



Performance

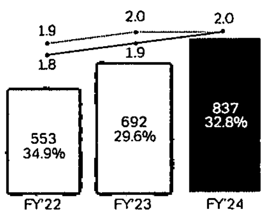
Our mobile money transaction value grew by 38.2% to over $112bn in reported currency.

The transaction value per customer reached $262 per month, an increase of 13.1% in constant currency..

The increase in transaction value was supported by higher cash transactions, merchant payments and mobile services recharges through Airtel Money.

Mobile money revenue and ARPU

- ■ Revenue $m
- ARPU (RC) $
- ARPU (CC) $
- Revenue growth %



Performance

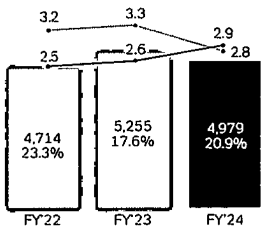
Mobile money revenue was $837m, an increase of 32.8% in constant currency (21.1% in reported currency) driven by 36.0% growth in East Africa and 22.3% in Francophone Africa, respectively.

The transaction value per customer grew by 13.1% resulting in mobile money ARPU growth of 8.6%. Mobile money revenue now accounts for 18.4% of total Group revenue in Q4'24.

Operational KPIs (consolidated) – mobile services and mobile money

Total Group revenue and ARPU

- ■ Group revenue $m
- Group ARPU (RC) $
- Group ARPU (CC) $
- Revenue growth %



Performance

In reported currency, total revenue declined by 5.3% to $4,979m and ARPU declined from $3.3 to $2.8 due to currency devaluation (primarily the Nigerian naira devaluation).

In constant currency, total revenues increased by 20.9%, driven by both customer base growth of 9.0% and ARPU growth of 10.7%. There was growth across all reporting segments: mobile services revenue in Nigeria grew by 25.8%, in East Africa by 21.5% and in Francophone Africa by 9.2% (and voice revenue growth of 11.9% and data revenue up 29.2%). Mobile money revenue grew by 32.8%, driven by 36.0% growth in East Africa and 22.3% in Francophone Africa. ARPU growth of 10.7% was driven by all our key services: with data contributing 6.0%, voice contributing 1.1%, mobile money contributing 3.3%, respectively.

Note: growth percentages in KPIs are in constant currency unless specified. ARPU (CC) is on 2023/24 constant currency for all reported periods.

Our market environment

A clear runway for growth.

Across sub-Saharan Africa, demand for data, mobile voice and mobile money services continues to grow, driven by a young and growing population seeking better connections with each other, and with economic opportunity.

For the vast majority of the 1.2 billion people in sub-Saharan Africa, mobile services are the first and often only way they have to access telecoms, internet and banking services. Demand from individuals and businesses continues to rise across the region – and there is a clear opportunity to increase the reach and penetration of affordable voice, data and mobile money services, include more people in the digital economy, and help support sustainable development on the continent. While the region has continued to experience economic and political turbulence this year – with conflicts, currency fluctuations and inflationary shocks disrupting several markets and influencing consumers' spending – growth in telecoms remains robust. The GSMA forecasts that there will be more than 200 million additional unique mobile subscribers in sub-Saharan Africa by 2030, and that mobile data traffic will quadruple by 2028[1].

Mobile services: connecting individuals, societies and economies

Landline infrastructure, traditional banking services and broadband penetration levels are far lower in sub-Saharan Africa than in much of the world. This means that mobile networks serve as critical communications infrastructure for a region which will see the world's fastest growth in working age population over the next three decades. Connectivity and penetration are still relatively low – mobile penetration is forecast to reach 50% by 2030, compared to a global average of 73% – so our focus on expanding our networks and extending rural coverage plays a vital role in including people in the mobile and digital economies. In 2023/24, we invested $693m in capital expenditure, predominantly in our networks, and added around 3,000 sites to our network while growing our customer base by 9%.

Data and digitalisation: at the heart of economic growth

Businesses and service providers rely on secure, competitively-priced data in order to prosper and generate economic value – a fact reflected in the digitalisation ambitions of governments across the region.

Smartphone adoption in our markets continued to grow steadily in 2023/24 despite strong economic headwinds for customers in some markets, having passed 51% in 2022, according to GSMA. 4G coverage is expanding – our 4G network now reaches 70.7% of the people in our markets, up 4.9% since 2022/23 – and 5G is an emerging opportunity in urban areas.

We aim to be at the leading edge of this digital opportunity through our strategic focus on winning with data and our expanding digital products and content, and Airtel Business.

» For more information about Airtel Business, see page 46

Mobile money: continuing appetite for financial inclusion

Africa leads the world in mobile money services, and the continuing growth in mobile money in our markets has hugely expanded access to financial services for consumers and businesses, many of whom previously lacked access to traditional banks. This growth in financial inclusion is a key element in wider economic development and opportunity: financial inclusion is an enabler for seven of the 17 UN Sustainable Development Goals. And despite more than two decades of growth, the appetite for mobile money in sub-Saharan Africa remains strong – the region outperformed the global averages for new accounts and transaction volume growth in GSMA's 2022 survey.

We continue to build the mobile money ecosystems that help customers join the digital economy, and to win new customers through services including inter-operability, payments, microloans and international money transfers.

» For more information about our mobile money business, see pages 44-45

Affordability is key, especially during economic disruption

Local and global economic turbulence have been keenly felt by consumers in some of our markets, accentuated by currency shortages or devaluations, supply chain disruption and political volatility – including changes of governments in several markets. While demand continues to increase, the rate of growth across the sector slowed in 2023/24, heightening competition. Affordability remains very important to consumers, in a competitive landscape that continues to be dominated by a few large competitors, with some smaller regional companies in some markets.

We offer transparent pricing plans based on the principle of 'more for more' – meaning that the cost of connecting continues to fall in real terms. We also compete through our range of services, our advertising and brand image, the quality and reliability of our service, and our wide network coverage. Our focus on distribution is designed to give us competitive advantage in recruiting and winning new customers. We reached 152.7 million customers in 2023/24 – and we're increasing our focus on customer retention as well as recruitment, with a particular emphasis on 4G customers.

» For more information about our 'Win with' strategy, see pages 24-33

1 https://www.gsma.com/solutions-and-impact/connectivity-for-good/mobile-economy/sub-saharan-africa/https://www.gsma.com/solutions-and-impact/connectivity-for-good/mobile-economy/sub-saharan-africa/

2 https://www.worldbank.org/en/region/afr/overview

Focusing on the opportunity in our largest market, Nigeria

Nigeria encapsulates the opportunity we see across our markets, with its digital-first, very young, 220 million+ population, and a powerful appetite for data that reflects the country's ambition to be a digital powerhouse. Nigeria is widely expected to be the third most populous nation in the world by 2050, reflecting the very compelling runway for growth. However, the effects of currency devaluation and inflation in 2023/24 have had a significant impact on the telecoms sector as a whole, and on the wider economy. In June 2023, the Central Bank of Nigeria (CBN) announced structural changes to the operations in the Nigerian Foreign Exchange (FX) market which contributed to a substantial devaluation of the Nigerian naira. Combined with subsequent devaluations, this led to the Nigerian naira devaluing during the reporting year. Inflation in Nigeria peaked at 33.2% in March 2024.

The structural changes in the Nigerian economy, including steps taken by the government to curtail inflation and provide a more stable foreign exchange environment, have the potential to strengthen the country's economy in the medium to long term. Since the start of 2024/25, the availability of US dollars in Nigeria has improved. However, as Nigeria is our largest market, where we serve more than 50 million customers, these currency headwinds had a material impact on our financial performance in reported currency terms in 2023/24, as described in our financial review on page 50. In constant currency, however, our continued investment into maintaining and modernising our 4G network, whilst also expanding our distribution network, has enabled year-on-year revenue growth of 25.9% in 2023/24 – reinforcing our commitment to capitalise on this significant opportunity, grow our services in Nigeria, and continue to enable its digital transformation.

» For more information, see our financial review on pages 48-55

Managing risk

To capitalise on the growth potential in our markets, our risk management processes need to be very robust.

Our risk management framework, wide geographical spread, deep knowledge of the African continent and governance policies ensure we're able to effectively mitigate risks while pursuing growth opportunities. Furthermore, we continue to be a partner in development with our various stakeholders on the continent through the implementation of our sustainability strategy, with significant commitments to achieving digital and financial inclusion and ensuring effective environmental stewardship through our net zero ambition.

» For more information about how we manage our risk, see pages 72-79

» For information about our sustainability strategy, see pages 56-70

Working with governments and regulators

The telecoms sector operates within the frameworks created by governments and regulatory authorities, which include telecoms regulations, banking regulations and licences, all of which evolve rapidly. As well as strict compliance with regulations, we aim to work collaboratively with governments to make sure we integrate our services into their key initiatives for communications and sustainable development and play our part in strengthening economies and transforming lives.

Know Your Customer (KYC) regulations apply in most markets, requiring customers to register their identity to access mobile services. Providing easy access to a fast and compliant registration process is a key part of our 'Win with distribution' approach. Data security is another concern for regulators and consumers – and as part of our sustainability strategy, we operate under the 'Information Security Management System' (ISO 27001) certification and the 'Business Continuity Management System' (ISO 22301) certification, which cover all mobile communication and mobile money operations.

» For more information, see our legal and regulatory framework on pages 20-21

Our key markets

Nigeria

	2024	2023
Population	**224m**	219m
GDP	**$375bn**	$477bn
Mobile customers	**224m**	222m
Unique mobile penetration	**49%**	48%

Uganda

	2024	2023
Population	**49m**	47m
GDP	**$52bn**	$49bn
Mobile customers	**37m**	33m
Unique mobile penetration	**45%**	45%
Mobile money customers	**22m**	20m

DRC

	2024	2023
Population	**102m**	99m
GDP	**$67bn**	$63bn
Mobile customers	**56m**	50m
Unique mobile penetration	**45%**	44%
Mobile money customers	**22m**	14m

Zambia

	2024	2023
Population	**21m**	20m
GDP	**$28bn**	$29bn
Mobile customers	**21m**	20m
Unique mobile penetration	**57%**	57%
Mobile money customers	**13m**	11m

Kenya

	2024	2023
Population	**55m**	54m
GDP	**$109bn**	$116bn
Mobile customers	**67m**	66m
Unique mobile penetration	**67%**	64%
Mobile money customers	**38m**	39m

Tanzania

	2024	2023
Population	**67m**	65m
GDP	**$79bn**	$77bn
Mobile customers	**70m**	60m
Unique mobile penetration	**54%**	54%
Mobile money customers	**53m**	41m

Data sources:
- Population and GDP from the International Monetary Fund (IMF)
- Mobile customers and mobile money customers from respective telecoms regulatory authorities' published data except Uganda. For Uganda, customers are from operator published results
- Unique mobile penetration report from Omdia market analysts

Legal and regulatory frameworks

We operate within the laws and regulatory frameworks of governments and regulatory agencies in our markets – and we always work to ensure that our operations meet local legal and regulatory requirements.

We engage with governments and regulatory authorities to promote a stable business environment that supports governments' goals for the sector and the long-term viability of our business, as we provide critical communications infrastructure and enable digital and financial inclusion.

The legal and regulatory frameworks we work within fall into three categories: telecoms services, mobile financial services and broadcasting services. In some of our markets, there are also competition laws. Frameworks are unique to each country, and they constantly evolve – so we keep them under continuous review, and publish significant developments on www.airtel.africa, under 'Regulatory news'.

To ensure compliance with the laws and regulatory frameworks, regulators in a number of markets have carried out audits and reviews during the year. These audits largely related to Know Your Customer (KYC) and quality of service compliance. Central banks across our markets have also increased their oversight of issues including governance, anti-money laundering and counter-terrorism financing, with audits being undertaken in some markets.

Here we describe the most significant developments in our largest markets this year.

Know Your Customer (KYC)

Uganda

The Regulation of Interception of Communications Regulations, 2023 was enacted on 12 May 2023, making it a requirement to have all customers submit biometric information to their mobile network operators by 12 November 2023. This requirement has been implemented by the company.

Chad

In August 2023, the Government of Chad issued an Order establishing new rules for identifying subscribers, requiring that operators collect full KYC details in respect of each customer within three months of the Order. The rules also limit the number of SIM-cards to three per customer. We're complying with this requirement.

Nigeria

In December 2023, the Government of Nigeria issued directives requiring full barring of all MSISDNs (mobile station international subscriber directory numbers) without National Identification Numbers (NIN) as well as verification of all NINs used for SIM registration against the national database. Operators were required to comply with these directives in stages at various dates, with the final date for SIM barring set for 31 July 2024.

Mobile termination regulation

Rwanda

On 14 October 2023, the regulator in Rwanda set the asymmetrical mobile termination rate (MTR) for calls terminating on Airtel Rwanda's network at 2 Rwandan francs (RWF), and 1.5 RWF for those terminating on MTN Rwanda's network. This related to all calls for the period to July 2023 from 1 January 2023 (backdated). The same decision set the MTR rate for the period from August 2023 to August 2024, at 0 RWF for both mobile operators.

The Republic of the Congo

In October 2023, the regulator in the Republic of Congo set an asymmetric MTR in favour of Airtel Congo S.A. The rate was set at an asymmetric MTR of 7 Central African Francs (CFA) to terminate on Airtel Congo S.A.'s network, and 5 CFA to terminate on MTN's network.

Licences

Our services require a range of licences which are periodically issued, renewed or modified. In 2023/24 these included:

The Democratic Republic of the Congo

On 7 June 2023, the DRC Government awarded a submarine cable landing licence to Mawezi RDC S.A, a joint-venture (JV) company, with the two partners being Airtel RDC S.A. and Orange RDC S.A. The licence allows the JV company to land and operate the '2Africa' submarine cable in the DRC.

Kenya

On 15 June 2023, the Communications Authority of Kenya (CA) awarded Airtel Kenya Telesonic Limited a Network Facility Provider – Tier 2 Licence.

On 30 August 2023, Airtel Networks Kenya Limited received a Submarine Cable Landing Rights Licence for the '2Africa' submarine cable. The licence allows Airtel Africa to land and operate the '2Africa' submarine cable in Kenya.

Malawi

On 7 February 2024, the Malawi Communications Regulatory Authority (MACRA) approved the renewal of Airtel Malawi plc's Network Services Licence, Application Service Licence and Network Facilities Service Licence for ten years.

Rwanda

On 15 April 2023, the Rwanda Utilities and Regulatory Authority (RURA) issued Airtel Rwanda Limited with a modified licence, at no additional cost, following the amendment of the broadband policy that resulted in the liberalisation of access to 4G, 5G and future technologies for all mobile network operators.

Uganda

On 19 July 2023 the Uganda Communications Commission (UCC) awarded Airtel Uganda Telesonic Limited a National Public Infrastructure Provider Licence for 15 years.

Zambia

On 12 July 2023, the Zambia Information and Communications Technology Authority (ZICTA) issued Airtel Zambia Telesonic Limited with a network licence and service licence for 15 years.

Madagascar

In April 2023, the Government of Madagascar introduced a global licence allowing Airtel Madagascar to offer a suite of telecom services and removing the restriction of access to certain market segments such as wholesale and national fibre capacity reselling.

Spectrum developments

We acquire or renew spectrum to expand or maintain our ability to provide services. This year this included:

Nigeria

On 9 May 2023, Airtel Networks Nigeria Limited renewed its 2100MHz (2x10 MHz) spectrum licence at a price of $127m for a period of 15 years.

Uganda

On 1 July 2023, the Uganda Communications Commission (UCC) awarded Airtel Uganda Limited spectrum in the 800MHz (2 (2x5)) and the 3500MHz (1x1000) bands for the remaining duration of its National Telecommunication Operator's Licence, at no upfront cost.

Tax and finance developments

Several governments reviewed their tax and levy requirements in 2023/24, including:

Chad

With effect from 1 January 2024, the Finance Act 2024 banned the use of airtime as a cash equivalent. The law also modified the regulatory framework to make tax of 0.1% applicable on money transfers and withdrawals.

Kenya

The Finance Act 2023 introduced tax changes which came into effect on 1 July 2023. They included an increase of VAT on fuel from 8% to 16%, an increase of excise duty on mobile money transfers from 12% to 15%, and a reduction of excise duty on voice and data services from 20% to 15%.

Niger

The Finance Act 2022 introduced a stamp duty of 2% of the value of the invoice of each contract that mobile operators enter into with suppliers, increasing the cost of doing business in Niger. The Government of Niger repealed this tax provision with effect from 1 January 2024.

Nigeria

The Finance Act 2023 was passed on 1 May 2023 to support the Federal Government's budget. The act maintained the 5% excise duty on telecommunication services. However, the implementation of this tax was suspended by the Federal Government.

Tanzania

Under the Finance Act 2023, on 1 July 2023, a mobile money levy of approximately 23% was removed from P2P, bank-to-wallet and wallet-to-bank transactions. However, the mobile money levy was increased by 50% on 'cash out' transactions.

The Universal Communication Access Fund Act was amended to increase the levies that all telecommunication operators pay from 1% of operators' annual revenues to 1.25% starting from 1 July 2023, and from 1.25% to 1.5% starting from July 2025.

Listing and shareholding developments

The Democratic Republic of the Congo

By a Ministerial Order dated 10 October 2023, operators were given ten years to comply with the law that requires that all telecom licensees have a 30% local shareholding.

Kenya

On 18 August 2023, the Government of Kenya removed the requirement for 30% local shareholding for licensees operating in the telecoms sector, with immediate effect.

Malawi

Companies listed on the main board of the Malawi Stock Exchange (MSE) are required to have a minimum public float of 25%. Airtel Malawi plc has currently listed only 20% of its shares on the MSE. On 6 April 2023, the MSE granted Airtel Malawi plc a further period of three years within which to comply with the 25% public float requirement.

Uganda

On 7 November 2023, Airtel Uganda listed 10.89% of its shares on the Uganda Securities Exchange (USE) in compliance with Uganda Communications (Fees and Fines) (Amendment) Regulations 2020, which created an obligation for all national telecom operator licensees to list 20% of their shares on the USE. The USE granted Airtel Uganda an extension until 6 November 2026 to offer the shortfall to achieve the 20% listing.

Our business model

Creating value for our stakeholders

Our dynamic business model is underpinned by our sustainability strategy and delivers value to stakeholders while transforming lives through digitalisation and financial inclusion.

Our purpose

Transforming lives across Africa.

Our values

Alive

We act with passion and a can-do attitude. Innovation and an entrepreneurial spirit drive us.

Inclusive

We champion diversity. We're at the heart of our communities, and anticipate, adapt and deliver solutions that enrich the lives of the people we serve.

Respectful

We act with humility and are always open and honest. We deliver on our promises to customers, stakeholders and each other.

How we create value

An efficient network and business structure in 14 markets across sub-Saharan Africa, which we continually improve through innovation

Spectrum assets in every country, with multiple layers of data capacity, including new 5G technology in six markets

A modernised network offering 2G, 3G, 4G and 5G, largely on efficient single RAN technology

34,500+ infrastructure towers and data capacity of **31,700+** terabytes per day

75,400+ km of fibre across our markets

4,132 employees

Other key inputs and enablers:

- Compliance with regulatory frameworks in all markets
- Our consistent capital allocation policy enables us to deliver against the growth opportunity that our markets offer
- Mobile network partnerships that outsource the management and operation of our network infrastructure
- A strong management structure with operating companies in each market that can leverage Group expertise
- Our sustainability strategy which underpins everything we do. It is aligned with the UN SDGs and supported by goals and active policies to respect human rights, drive positive social impacts, protect the natural environment and conserve resources
- Sound and transparent governance
- A network of over 2,700 partners and suppliers, including mobile brands, IT companies and telecoms infrastructure providers

Delivering outstanding services and products, always aiming for best-in-class

Voice

Data

Airtel Money

Other services, including fixed-line telephony, home broadband and data centres

Through a unique distribution network that is close to our customers

A wide network of more than **3.3 million** retail touchpoints supported by a digitalised approach, including:

More than **109,000** exclusive retail touchpoints, including minishops, kiosks and Airtel Money branches

More than **363,800** customer-activating outlets

Strategic collaborations with regional and international partners to offer financial and money transfer services

Other key inputs and enablers:

- Efficient Know Your Customer (KYC) processes
- Easier onboarding processes, self-service through our self-care MyAirtel app, available in all markets

99.3%
of our customers use pre-paid services

3.3+ million
people financially empowered through direct employment, business partnerships and our distribution network

99%
of customer requests processed digitally

5G spectrum
acquired in five markets

» Our purpose of transforming lives is supported by our sustainability strategy, described on pages 56-70

What makes us different

There are many aspects of our strategy and business model that are unique to us. If we had to choose three important ways in which we stand apart from the competition, they would be:

Rapidly expanding coverage that's reliable and high quality
We have an extensive, resilient and reliable 4G network that's meeting the growing demand for data, we're investing in 5G capability, and our network expansion programmes are connecting the unconnected in rural and urban areas.

Simple, transparent pricing and service
Our straightforward pricing models, simple 'more for more' offers and intuitive customer journeys are helping us to win and keep customers.

A unique distribution network
By building exclusive channels and developing effective, digitised onboarding processes, we've been able to grow our customer base faster than the market.

Offering simple, digitalised customer journeys and competitive pricing

Simple, convenient and intuitive customer journeys

Straightforward pricing plans based on the principle of 'more for more'

A tailored pricing strategy that varies depending on market position

Other key inputs and enablers:

- Marketing and brand-building to increase consumer awareness and build customer loyalty

To reach:

152.7 million
total customers

64.4 million
data customers

38 million
Airtel Money customers

Creating value for:

Our customers

Convenient and competitive services that enable people to connect, live and work

Financial inclusion and opportunity through connections to local and global economies

Our economies

Accelerated sustainable development through financial inclusion and 'banking the unbanked'

Direct and indirect contributions of $1.7bn in 2023/24 (vs $2.1bn in 2022/23)

3.3 million people earning through working with Airtel Africa as entrepreneurs and in our distribution networks

Our people

Direct employment in a growing business offering competitive pay and training

Our communities

Programmes to support education, health and wellbeing, and disaster relief with the total spend on corporate social responsibility (CSR) programmes of $1.9m in 2023/24

Our shareholders

Constant currency revenue growth of **20.9%** in 2023/24

EBITDA margin of **48.8%**

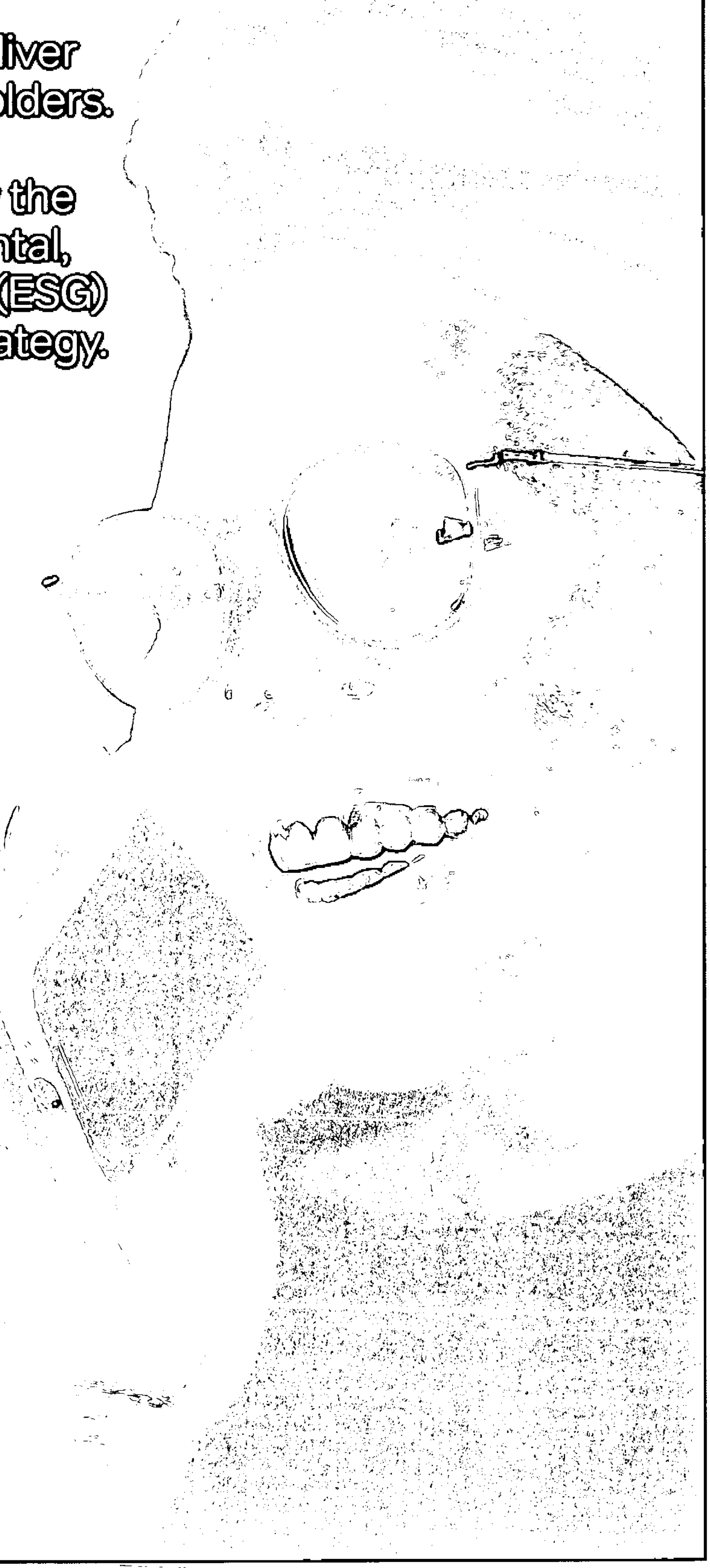
Total dividend of **5.95 cents** (interim and final as recommended by the Board)

» Our business model is supported by a robust framework for monitoring and managing risks, described on pages 72-79

» Our assessment of the risks and opportunities of climate change is described on pages 63-70

Our 'Win with' strategy

Our 'Win with' strategy aims to deliver long-term value for all our stakeholders. It is accelerated by our drive for digitalisation, and underpinned by the detailed framework of environmental, social and corporate governance (ESG) objectives in our sustainability strategy.



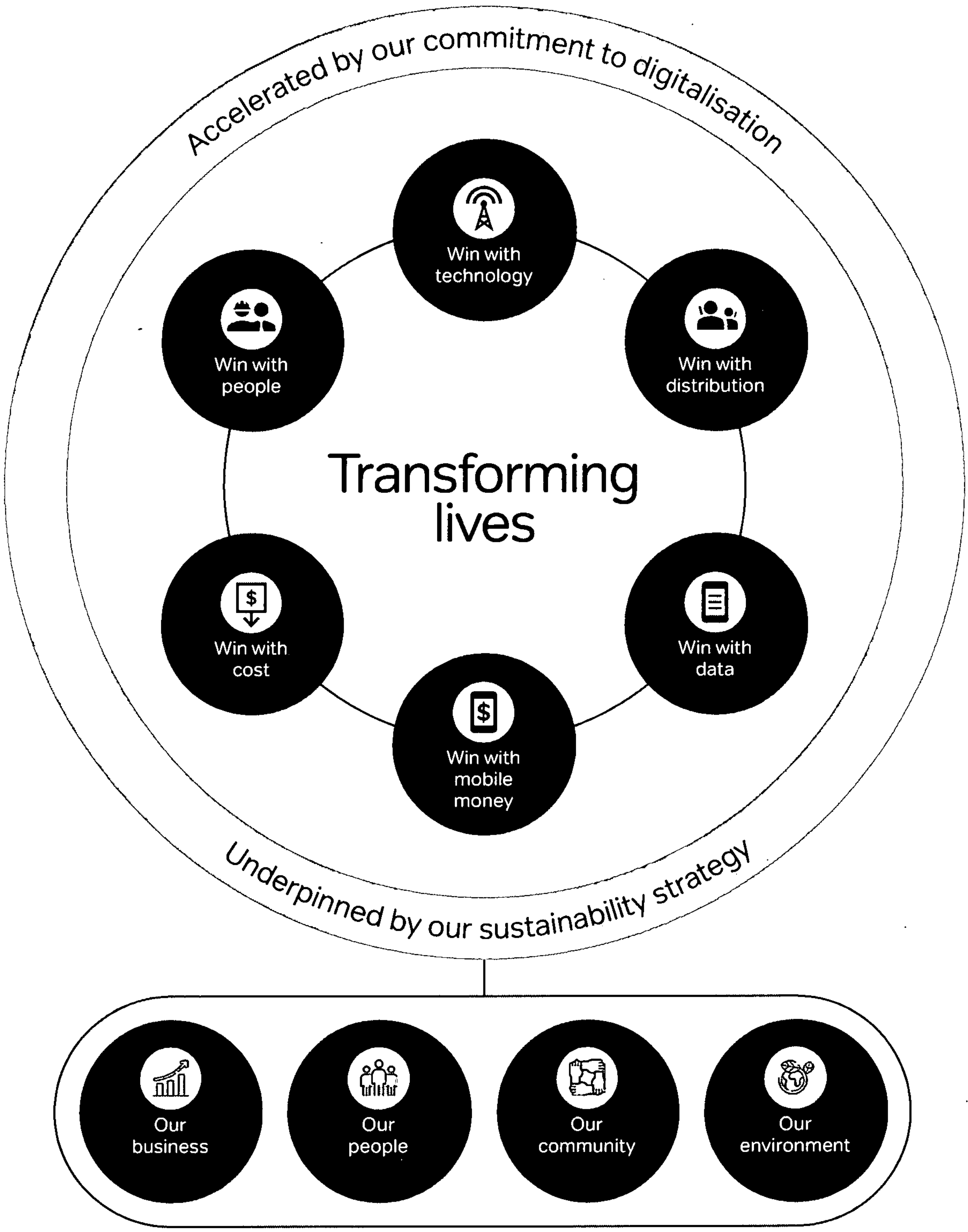
We're transforming lives across sub-Saharan Africa through products, services and programmes that foster **financial inclusion**, drive **digitalisation** and empower our 152.7 million customers and their communities. Our business objective is clear: to grow market share profitably and create superior enterprise value while delivering our sustainability strategy, so we can continue to pursue **our vision of enriching the lives** of our customers.

Our 'Win with' strategy has six strategic pillars through which we deliver sustainable, profitable growth. Connecting all these pillars are two constant themes: digitalisation, and our commitment to contributing to sustainable development through our sustainability strategy. We execute our strategy through a lean, efficient business model, built around a strong balance sheet and conservative capital structure.

We aim to act as a responsible business at all times – and to deliver on our promises. That means doing business transparently and with a sound governance structure. It also means being a good partner and an active contributor to society, by creating jobs, paying taxes and respecting the environment.

We work in partnership with the governments and institutions of the countries in which we operate to develop and deliver our strategy – which helps them realise their goals for sustainable development while ensuring our strict and continued compliance with local laws and regulations.

Our six strategic pillars



» We report our progress against our sustainability strategy in our Sustainability Report 2024 and on pages 56-70

» Our ambition is to achieve net zero carbon emissions by 2050. We published our 'Journey towards a net zero future' in 2023 – for further details, visit www.airtel.africa

» Disciplined risk management is essential to delivering our strategy. We describe our approach and principal risks on pages 72-79

Our strategy continued

Win with technology

We aim to create a leading, modernised network that provides the data capacity to meet rapidly growing demand and supports connectivity and digitisation in our markets.

That means improving basic network uptime, quality and resilience as well as expanding our network footprint and our 4G capabilities, while developing our 5G capacity.

Our priorities

Expanding the reach of **4G coverage** and building capacity through our 2G>3G>4G approach

Investing in **5G spectrum** to make our network future-ready

Focusing on **rural coverage expansion** through new site rollouts, recognising that access to a reliable service is the critical first step for reaching previously underserved communities

Focusing on our **network resilience and service continuity**, and adding **capacity** through aggregation

Building and **modernising our network through optimal end-to-end design**, including spectrum addition

Our progress

Our goal is to be the market leader everywhere we operate, while continuing to include more people in our network, particularly in underserved rural areas. This year we made significant investments in our network, technology and spectrum.

We continue to focus on delivering best-in-class service and 4G networks in our markets, while ensuring our network is ready for future 5G demand. This year we added over 4,300 4G sites and added approximately 5,000 km of fibre. Data capacity increased by 32.7%.

921
new sites added in rural areas in 2023/24

How we measure progress

We measure progress through several KPIs, described on pages 16-17, including:

34,534
total sites

31,747
data capacity (TB/day)

Win with distribution

We aim to build on our unique distribution network to increase our ability to reach and serve customers in all our markets by making our services visible, and accessible. Our distribution network empowers our business by extending our brand and ability to offer interlinked services, as well as through customer recruitment and retention.

Our priorities

Strengthening our distribution infrastructure to win more quality customers by increasing our depth and width, with a particular focus on rural areas

Enhancing the customer's experience through simplified digital customer onboarding processes, including the Know Your Customer (KYC) process

Cross-selling **new digital services** to our existing customer base

Broadening our offer to enhance usage and ARPU, while further **improving our approach to distribution** so we can focus faster and more responsively on the needs and issues of customers in smaller geographies, **increasing our customer reach**

Our progress

We've continued to expand our distribution network to get closer to customers and increase our visibility, developing our infrastructure and growing our customer base.

We expanded our ecosystem of customer activation outlets from over 304,200 to over 363,800 this year, while continuing to enhance our digital distribution capability, and remaining focused on MyAirtel app and other self-serve functionality. Fast, effective digital onboarding is a continuing priority, bringing new customers to our service in ways that are 100% compliant with local Know Your Customer (KYC) requirements while being as efficient as possible, including by recording biometric information where this is a requirement. Most onboarding processes are achieved in five minutes or less.

Our customer base grew by 9.0% to

152.7 million

as of 31 March 2024

How we measure progress

We measure distribution through a number of KPIs, described on pages 16-17, including:

12.7 million
customer net additions

1.9 million
recharge selling outlets

1.4 million
Airtel Money agents

Win with data

We aim to expand data usage in our markets, including through increased smartphone use in our customer base and greater access to home broadband, improving our offer to existing customers and bringing new people and businesses into the digital economy.

Our priorities

Increasing **smartphone penetration** to leverage our 4G network to win or maintain market share

Engaging our smartphone users with **transparent and affordable offerings** that suit all budgets and usage habits

Investing in 5G network to be ready for future demands

Winning in the wireless home broadband business to address low broadband penetration across Africa

Developing innovative products and data solutions for corporate and SME customers through Airtel Business

Continuing to **focus on data security** for our customers in line with our sustainability strategy

Our progress

Success in our 'Win with data' pillar is closely linked to our ability to extend and maintain fast, reliable networks and to serve our customers through our distribution organisation. This year we saw the number of data customers rise to over 64 million.

Our focus has resulted in an increase in smartphone penetration from 36.3% in 2022/23 to 40.5% in 2023/24, while providing an expanded network of 4G and 5G coverage.

Data volumes grew by 45.5% year on year, and 4G handsets now contribute 81% of this data usage, compared to 75% in 2022/23. Data usage per 4G data customer now exceeds 8.5 GB per month.

To keep customers' data secure, we hold certification in 'Information Security Management System' (ISO 27001), and 'Business Continuity Management System' (ISO 22301), which cover all mobile communication and mobile money operations in all our markets.

Data usage grew by

45.5%

as of 31 March 2024

How we measure progress

We measure data through a number of KPIs, described on pages 16-17, including:

64.4 million
data customers

58.6%
4G penetration of data customers

Our strategy continued

Win with mobile money

We aim to accelerate the digital ecosystem by rapidly enabling Airtel Money services in all our markets, harnessing the ability of a profitable mobile money business to enhance financial inclusion in some of the most 'unbanked' populations in the world.

Our priorities

Further strengthening our distribution channel of kiosks, mini shops and dedicated Airtel Money branches, so customers can access assured float and cash

Build and scale Airtel Money across all our markets

Continuing to **recruit customers from our mobile services base** using recharge as an enabler

Make Airtel Money **the currency of choice** by **expanding our mobile money portfolio** through additional mobile money services, including merchant payments

Enterprise and digital payments, including commercial payments, benefit transfers, loans and savings

Developing our fintech services as we move towards providing platform services (loans and international money transfers)

Focusing on technology as an enabler and competitive advantage

Our progress

Despite facing the challenges of high inflation and currency devaluation, particularly in Malawi, Nigeria and Zambia, we've widened our customer base and driven increased revenue while substantially increasing the reach and depth of our mobile money offer. Airtel Money is becoming the currency of choice in a number of markets, and our microloan and international money transfer (IMT) products have helped drive revenue, growing by 48% and 29%, respectively. To expand and enhance our IMT business, we've formed partnerships with Ria and Remitly.

We continue to monitor and adapt to evolving regulatory frameworks, applying strong compliance and data security controls. We've also maintained our focus on our distribution network and float availability through our Airtel Money branches and kiosks, which in 2023/24 expanded by 1,200 to reach 49,200. Our customer base grew to 38 million.

Airtel Money revenue grew by 32.8% to

$837m

as of 31 March 2024

How we measure progress

We measure mobile money progress through a number of KPIs, described on page 17, including:

38 million (24.9%)
Airtel Money customer base and penetration

$112bn ($262)
Airtel Money transaction value and transaction value per customer

$2.0
Airtel Money ARPU

Win with cost

We aim to achieve an efficient operating model, leading to an effective cost structure and improved margins. This year we've increased our focus on adoption of energy efficient methods to achieve dual objectives: improve cost efficiency and eliminate hazardous waste from our operations by 2040.

Our priorities

Rollout of telecommunication sites which are less dependent on carbon fuel through **partnerships with towercos** and deployment of **lithium-ion batteries** on our own sites

Collaboration with towercos to adopt **renewable energy sources**, such as solar and other environmentally friendly solutions

Deployment of **multiband radios** on our network to optimise the energy requirement on the sites (as opposed to dedicated radios for each technology/spectrum)

Ensuring **fail-safe network design with optimal cost structures** through multiple fibre routes and high capacity IRUs

Increasing availability of **digital recharges and self care services**

Our progress

Our cost model aims to ensure that we can provide substantial additional capacity to serve customers in all our markets at marginal additional cost. We do this through optimising our network design, a constant focus on value in our inputs and our contracts, and volume optimisation.

How we measure progress

48.8%

EBITDA margin in 2023/24

Win with people

We aim to be the employer of choice with a diverse and inclusive work environment that continues to foster a culture of high performance, employee wellbeing, skills enhancement and coaching. We have a long-term commitment to our people and our employer brand.

Our priorities

Ensuring we've the **right people in the right jobs, with the right skills, at the right cost** and **living our culture**

Accelerating our diverse pipeline of talent to meet current and future business needs

Improving coaching and functional skills through digital and classroom learning and executive leadership coaching, and proprietary programmes such as 'Women for technology' and the Airtel Africa mobility programme to drive leadership role readiness and succession planning

Automating and digitising our people processes to improve the overall employee experience and accelerate work simplification

Continually improving our processes and procedures and evolving our work environment to ensure we **remain an attractive employer** that recruits and retains the best talent

Our progress

As part of our gender balance efforts, we increased our female representation to 28.3% from 26% in the previous financial year. The number of nationalities represented increased from 39 to 43. This helped us bring diversity of thought leadership from different backgrounds into our business.

Our Airtel Africa mobility and 'Women for technology' programmes continued to play a key role in our succession planning and leadership development, helping us identify and nurture our high-potential talent and build a pipeline of capable leaders.

We reviewed and refreshed key leadership roles in several markets to ensure we have the right skills, expertise and perspectives to meet evolving business needs.

We continue to push work simplification through automation and digitisation to streamline processes and increase the efficiency and productivity of our teams.

43

nationalities represented at Airtel Africa

How we measure progress

We measure our progress on people through a number of KPIs, including:

Gender: 28.3% women in our workforce, 28.5% women in the Executive Committee (ExCo) at the OpCo level

Nationality: employees from 43 nationalities

Skills development – $1.2m total investment into training and development programmes in 2023/24

Voluntary attrition – voluntarily attrition rate was 10%

Our strategy continued

Our strategy in action

Winning – and repaying – the trust of our customers is a key driver of performance in our markets. In Zambia, where we've led the market in mobile services and mobile money for several years, we continued to build on our market presence in 2023/24, growing our overall customer base by 12% and delivering strong margins despite the headwinds of devaluation and inflation.

> "Ya lubilo, ya chetekela na mutenga wa pansi.
>
> Fast, reliable and affordable."
>
> **Bukata Mtonga**
> Lusaka, Zambia

Service to customers was at the heart of this performance. Every one of our customers in Zambia receives 4G coverage or higher – and by offering high-speed, reasonably-priced and reliable data, customer data usage grew by 48.5% in 2023/24. At the same time, our focus on distribution helped drive the usage of Airtel Money services, which now have an annual transaction value that, at $27bn, is almost equal to Zambia's GDP. In 2023/24, our Airtel Money customer base grew by 21.1%.

For our customers, availability, accessibility and affordability are key. We're proud that 49.5% of mobile money customers are women, supporting the Zambian Government's national financial inclusion strategy as well as Airtel Africa's own commitment to the financial empowerment of women.

And we're pleased to see how Airtel Money is enabling entrepreneurs to help foster economic activity across Zambia, with our annual merchant transaction value growing by over 90% in 2023/24. Together, our focus on winning with mobile money, technology and distribution saw Airtel Zambia outgrow inflation and deliver 35% revenue growth in 2023/24 with an EBITDA margin of 63.9%.

» For more information about our mobile money business, see pages 44-45

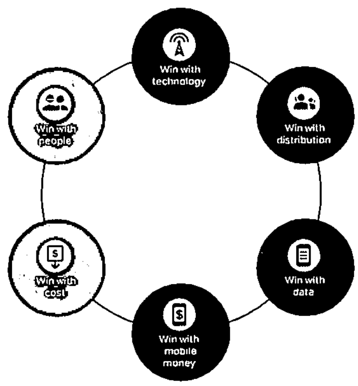
35%

sustainable CAGR growth over the past five years

70.8%

bilateral revenue market share to next competitor

Strategy alignment highlighted in red



Our strategy continued

Our strategy in action

Our markets offer the opportunity for rapid growth – provided we retain a sharp focus on delivering our strategy, and a relentless emphasis on customer service.

“Un moyen rapide et sécurisé d'envoyer de l'argent en déplacement en cas de besoin.

A fast and secure way to send money on the go when needed.”

Kemi Ndongo
Kinshasa, the Democratic Republic of the Congo

The Democratic Republic of the Congo (DRC) is an underpenetrated market where a young and often unbanked population shows a strong appetite for mobile money services – and where our teams have shown how we can accelerate financial inclusion and grow our Airtel Money business by ensuring customers can easily access our services in more places than ever.

In 2023/24, we more than doubled the number of Airtel Money agents in the DRC and transformed the way customers used our recharge services by promoting self-recharge and ensuring our existing recharge selling outlets were also Airtel Money outlets, with SIM cards on sale. We supported the opening of conventional bank branches to increase the availability of cash in remote areas, and harnessed the reach of our voice distribution teams to increase the recruitment and service of customers across the country.

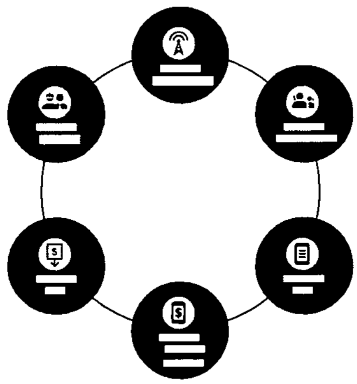
As a result, this year our Airtel Money customer base has expanded to beyond 3.6 million from 2.6 million in 2022/23, and Airtel Money revenues in the DRC grew by 31% year on year in 2023/24. At t he same time, our voice and data customer base also benefited from our focus on distribution, with over 1.3 million net customer additions in 2023/24.

» For more information about our business in Francophone Africa, see pages 42-43

31%
Airtel Money revenue growth

1.3+ million
net customer additions

Strategy alignment highlighted in red



Markets and performance

We report mobile services performance across all our markets and within our three operating regions. We also report mobile money performance as a separate segment.

Regional performance (mobile services and mobile money combined)

Nigeria – regional performance

Revenue	EBITDA	EBITDA margin	ARPU
$1,504m	$805m	53.5%	$2.5
Constant currency 25.9%	Constant currency 30.8%	Constant currency 202 bps	Constant currency 19.1%
Reported currency (29.3%)	Reported currency (26.3%)	Reported currency 218 bps	Reported currency (33.1%)

East Africa – regional performance

Revenue	EBITDA	EBITDA margin	ARPU
$2,125m	$1,134m	53.3%	$2.6
Constant currency 24.6%	Constant currency 23.8%	Constant currency (31) bps	Constant currency 12.4%
Reported currency 10.1%	Reported currency 9.8%	Reported currency (13) bps	Reported currency (0.6%)

Francophone Africa – regional performance

Revenue	EBITDA	EBITDA margin	ARPU
$1,350m	$620m	46.0%	$3.7
Constant currency 10.3%	Constant currency 8.1%	Constant currency (97) bps	Constant currency (1.4%)
Reported currency 12.4%	Reported currency 10.2%	Reported currency (93) bps	Reported currency 0.4%

Consolidated Group performance

Revenue	EBITDA	EBITDA margin	ARPU
$4,979m	$2,428m	48.8%	$2.8
Constant currency 20.9%	Constant currency 21.3%	Constant currency 14 bps	Constant currency 10.7%
Reported currency (5.3%)	Reported currency (5.7%)	Reported currency (22) bps	Reported currency (13.3%)

Business review continued

Mobile services

Meeting the demand for connection, through excellent execution

"With data customer penetration of just over 42% in our footprint, we have a huge opportunity to connect the unconnected – and supported by our robust business model, we're ready for this challenge."

Anthony Shiner
Chief commercial officer

Revenue
$4,338m
Constant currency 19.4%
Reported currency (8.1%)

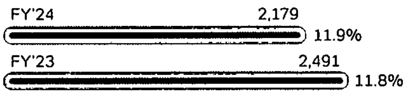
EBITDA
$2,115m
Constant currency 18.8%
Reported currency (9.5%)

Operating profit
$1,219m
Constant currency 14.0%
Reported currency (15.1%)

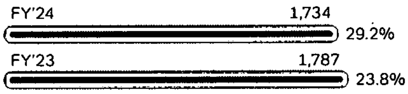
Voice ARPU
$1.2
Constant currency 2.4%
Reported currency (19.9%)

Data ARPU
$2.4
Constant currency 7.3%
Reported currency (19.4%)

Revenue – voice ($m)



Revenue – data ($m)



Growth % in constant currency

Summarised statement of operations

Description	Unit of measure	Year ended Mar-24	Year ended Mar-23	Reported currency change	Constant currency change
Revenue[1]	$m	**4,338**	4,721	(8.1%)	19.4%
Voice revenue	$m	**2,179**	2,491	(12.5%)	11.9%
Data revenue	$m	**1,734**	1,787	(3.0%)	29.2%
Other revenue	$m	**425**	443	(4.1%)	23.5%
EBITDA	$m	**2,115**	2,336	(9.5%)	18.8%
EBITDA margin	%	**48.8%**	49.5%	(73) bps	(26) bps
Depreciation and amortisation	$m	**(760)**	(794)	(4.2%)	23.4%
Operating profit	$m	**1,219**	1,435	(15.0%)	14.0%
Capex	$m	**693**	700	(1.0%)	(1.0%)
Operating free cash flow	$m	**1,422**	1,636	(13.1%)	30.9%
Operating KPIs					
Mobile voice					
Customer base	million	**152.7**	140.0	9.0%	
Voice ARPU	$	**1.2**	1.5	(19.9%)	2.4%
Mobile data					
Data customer base	million	**64.4**	54.6	17.8%	
Data ARPU	$	**2.4**	3.0	(19.4%)	7.3%

1 Mobile service revenue after inter-segment eliminations was $4,330m in the year ended 31 March 2024 and $4,715m in the prior period.

Overview

The mobile services sector in sub-Saharan Africa has grown rapidly in recent years – but connectivity and penetration are still relatively low, creating a clear opportunity for our business. Mobile penetration is forecast to reach just 50% by 2030*, compared to a global average of 73%, and while consumers are quickly adopting smartphones, there is still huge unmet demand for voice and data services.

We aim to meet this demand for connection by offering customers transparent voice and data products that meet their needs, and by growing our physical and digital distribution networks so that more customers can access our services. In 2023/24, we expanded our exclusive distribution infrastructure by 37% to over 109,000 outlets, bringing more customers into the reach of our 4G and 5G networks. We continued to invest strategically in our network this year – with 4G now reaching 70.7% of the population, up 4.9% since 2022/23 – supporting our mobile voice business line while giving more people than ever access to data.

Affordability and good customer service have been key in a year when many consumers faced cost-of-living pressures – so we continued to offer 'more for more', based on our policy of driving our revenue through increased usage rather than higher prices.

Our customer base grew by 9% to 152.7 million in 2023/24.

* GSMA report: "The mobile economy sub-Saharan Africa 2023"

Our performance

Overall revenue from mobile services declined by 8.1% in reported currency with growth of 19.4% in constant currency. The constant currency growth was evident across all regions and services. Mobile services revenue grew in Nigeria by 25.8%, in East Africa by 21.5% and in Francophone Africa by 9.2%.

Voice revenue grew by 11.9% in constant currency, supported by both customer base growth of 9% and voice ARPU growth of 2.4%. Customer base growth was driven by the expansion of our network and distribution infrastructure. The voice ARPU growth of 2.4% was supported by an increase in voice usage per customer of 5.2%, reaching 286 minutes per customer per month, with total minutes on the network increasing by 14.9%.

Data revenue grew by 29.2% in constant currency, driven by both customer base growth of 17.8% and data ARPU growth of 7.3%. The customer base growth was recorded across all the regions supported by the expansion of our 4G network. 95% of our total sites are now on 4G, compared with 90.3% in the prior period. 5G is operational across six countries, with 1,034 sites deployed.

In Q4'24, data usage per customer increased to 5.7 GB per customer per month (from 4.6 GB in the prior period). In the full year ended 31 March 2024, data revenue contributed to 40% of total mobile services revenue, up from 37.8% in the prior period.

EBITDA was $2,115m, declined 9.5% in reported currency and up by 18.8% in constant currency. The EBITDA margin declined by 73bps to 48.8%, a decline of 26bps in constant currency.

Operating free cash flow was $1,422m, up by 30.9% in constant currency, due to the increased EBITDA.

Business review continued

Nigeria – mobile services

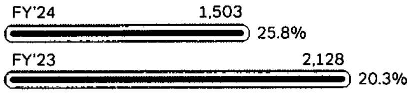
Growing our customer base despite turbulent times

"Operating in Nigeria is a unique growth opportunity for us – and our work to improve our service and support customers in difficult times has helped us grow our customer base in a highly competitive environment."

Carl Cruz
Managing director and CEO
Airtel Nigeria

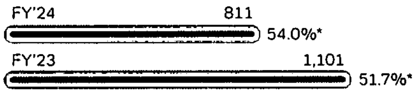
Revenue	EBITDA	Operating profit	ARPU
$1,503m	$811m	$509m	$2.5
Constant currency 25.8%	Constant currency 30.9%	Constant currency 25.4%	Constant currency 19.0%
Reported currency (29.4%)	Reported currency (26.3%)	Reported currency (29.4%)	Reported currency (33.2%)

Revenue ($m)



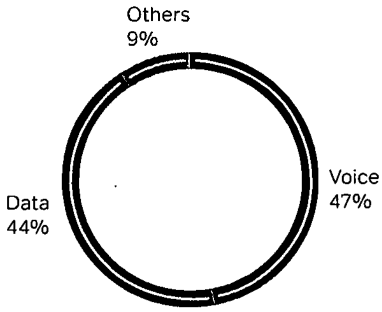
Growth % in constant currency

EBITDA ($m)



* EBITDA margin %

Revenue split



Summarised statement of operations

Description	Unit of measure	Year ended Mar-24	Year ended Mar-23	Reported currency change	Constant currency change
Revenue	$m	**1,503**	2,128	(29.4%)	25.8%
Voice revenue[1]	$m	**711**	1,053	(32.5%)	19.6%
Data revenue	$m	**654**	884	(25.9%)	32.1%
Other revenue[2]	$m	**138**	191	(27.9%)	30.6%
EBITDA	$m	**811**	1,101	(26.3%)	30.9%
EBITDA margin	%	**54.0%**	51.7%	226 bps	209 bps
Depreciation and amortisation	$m	**(264)**	(344)	(23.3%)	38.2%
Operating profit	$m	**509**	721	(29.4%)	25.4%
Capex	$m	**252**	293	(13.9%)	(13.9%)
Operating free cash flow	$m	**559**	808	(30.8%)	68.6%
Operating KPIs					
Total customer base	million	**50.9**	48.4	5.3%	
Data customer base	million	**27.4**	23.8	14.9%	
Mobile services ARPU	$	**2.5**	3.8	(33.2%)	19.0%

1 Voice revenue includes inter-segment revenue of $1m in the year ended 31 March 2024 and in the prior period. Excluding inter-segment revenue, voice revenue was $710m in year ended 31 March 2024 and $1,052m in the prior period.

2 Other revenue includes inter-segment revenue of $2m in the year ended 31 March 2024 and in the prior period. Excluding inter-segment revenue, other revenue was $136m in year ended 31 March 2024 and $189m in the prior period.

Other market participants

- MTN
- Globacom
- 9 Mobile
- MAFAB Communication

Overview

Nigeria is our largest single country market – and one of our most exciting. The population is young with 70% of people under 30, and mobile penetration is still growing – as is the appetite for fast, affordable data and reliable mobile services. We see a bright digital future ahead, and we're continuing to reach more customers through our reliable 4G network and our 235 operational 5G sites.

Our customers, like most people in Nigeria, have experienced a turbulent year economically. We describe the significant impact of devaluation and inflation on our own financial performance below, but we have also worked hard to retain and win customers by improving their experience of our services at a time when cost-of-living pressures have been very strong. We improved the reliability of our services through increased radio network availability (RNA) and focused on specific user experience metrics such as better buffering for video users. At the same time, we placed a keen focus on refining our distribution network to achieve growth in our customer base in both rural and urban settings – our customer base grew by 5.3%, in a year in which the Nigerian market has become even more competitive.

For mobile-first customers who need data, affordable smartphones are a necessity – so we were pleased with the progress of our partnership with smartphone-maker ITEL which launched its 4G A60 and 5G P55 smartphone models with an Airtel SIM card installed as part of an exclusive deal with Airtel Nigeria. We also made progress in implementing government KYC directives: these now require the full barring of all MSISDNs (Mobile Station International Subscriber Directory Numbers) without National Identification Numbers (NIN), as well as verification of all NINs used for SIM registration against the national database. All relevant directives have been, and will be, complied with and we continue to engage with the relevant authorities to accelerate the verification process to minimise the risk of service disruption to our customers.

Over the period, there were several structural changes in the FX market in Nigeria which contributed to a significant devaluation of the naira (from NGN461 per US dollar to NGN1,303 on 31 March 2024). This had a material impact on our reported currency revenue, EBITDA and finance costs during the period.

» For further information about the financial impact of the devaluation, see our financial review on page 50

» For further information about the opportunity in Nigeria, see our market environment section on pages 18-19

Our performance

Revenue grew by 25.8% in constant currency, with growth accelerating to 34.1% in Q4'24, largely driven by strong data demand. In reported currency, revenues declined by 29.4% to $1,503m on account of the 97.1% average devaluation of the Nigerian naira. The constant currency revenue growth was driven by both customer base growth of 5.3% and ARPU growth of 19%. Q4'24 reported currency revenues declined by 51% reflecting the impact of Nigerian naira devaluation during the period.

Voice revenue grew by 19.6% in constant currency, driven by both customer base growth of 5.3% and voice ARPU growth of 13.2%.

Data revenue grew by 32.1% in constant currency, as a function of both data customer and data ARPU growth of 14.9% and 14%, respectively. Data usage per customer increased by 25.4% to 6.3 GB per month (from 5 GB in the prior period). Our continued 4G network rollout has resulted in nearly 100% of all our sites delivering 4G services. Furthermore, 235 5G sites are now operational.

Other revenues grew by 30.6% in constant currency, contributed by growth in messaging and value-added services coupled with 32.8% growth in leased line revenue.

EBITDA was $811m, declined by 26.3% in reported currency, but increased by 30.9% in constant currency. The EBITDA margin increased by 226 bps to 54%. During the period, there was a one-time opex benefit of $7m on account of VAT refunds on tower rentals. Excluding this benefit, the FY'24 EBITDA margin would have increased by 180 bps. The increase in EBIDTA margin was primarily due to the growth in constant currency revenues, supported by continued cost efficiencies. The Q4'24 EBITDA margin of 52.2% – below the FY'24 EBITDA margin of 54% – reflects the recent increase in diesel costs. Diesel prices have increased significantly in Q4'24, but remain volatile. If current levels persist, the full impact will be reflected in future EBITDA margins.

Operating free cash flow was $559m, up by 68.6% in constant currency, largely due to the strong EBITDA growth and lower capex in the current period.

Transforming lives spotlight

Connecting more underserved communities through network expansion

In an underpenetrated market such as Nigeria, creating reliable, affordable connections is key – especially, in under-served rural areas.

We rolled out 444 sites to accelerate connectivity in the Northern Nigeria region, an area that is still relatively under-connected, meaning that 35% of our network of around 15,000 sites across Nigeria are now in the Northern states. Country-wide, we now cover more than 83% of the population, and 28% of our sites are in rural areas – bringing digital and financial inclusion to communities where they live, often for the first time.

We plan to go further, agreeing an expansion of our coverage through a five-year plan with a tower company partner for more tower tenancies and co-tenancies and additional 5G access.

In line with our sustainability strategy and our partner's carbon reduction roadmap, the expansion plan includes measures to reduce the environmental footprint of our sites.

Business review continued

East Africa – mobile services

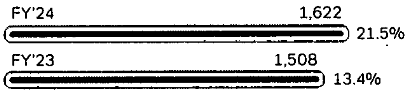
Focusing on connection: for customers, communities and our business

"Connectivity is at the heart of all Airtel Africa's activity – both social and commercial. We're continually working towards bridging the digital divide by expanding our network, increasing the availability of our services and making it simple and intuitive for our customers to use our products."

Apoorva Mehrotra
Regional director
East Africa

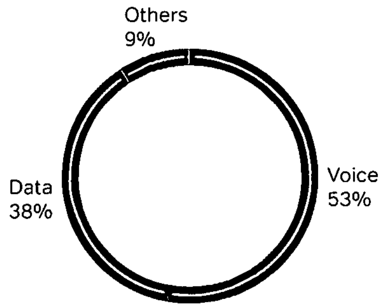
Revenue	EBITDA	Operating profit	ARPU
$1,622m	$788m	$452m	$2.0
Constant currency 21.5%	Constant currency 17.1%	Constant currency 11.9%	Constant currency 9.7%
Reported currency 7.5%	Reported currency 4.3%	Reported currency (1.5%)	Reported currency (2.9%)

Revenue ($m)

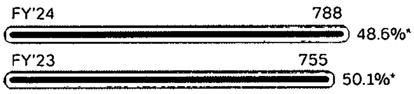


Growth % in constant currency

Revenue split



EBITDA ($m)



* EBITDA margin %

Summarised statement of operations[1]

Description	Unit of measure	Year ended Mar-24	Year ended Mar-23	Reported currency change	Constant currency change
Revenue	$m	**1,622**	1,508	7.5%	21.5%
Voice revenue[2]	$m	**851**	836	1.8%	14.8%
Data revenue	$m	**621**	537	15.5%	31.0%
Other revenue[3]	$m	**150**	135	10.6%	26.1%
EBITDA	$m	**788**	755	4.3%	17.1%
EBITDA margin	%	**48.6%**	50.1%	(151) bps	(182) bps
Depreciation and amortisation	$m	**(287)**	(260)	10.6%	23.3%
Operating profit	$m	**452**	459	(1.5%)	11.9%
Capex	$m	**284**	256	10.9%	10.9%
Operating free cash flow	$m	**504**	499	0.9%	20.6%
Operating KPIs					
Total customer base	million	**69.4**	62.7	10.7%	
Data customer base	million	**26.6**	21.9	21.5%	
Mobile services ARPU	$	**2.0**	2.1	(2.9%)	9.7%

1 The East Africa business region includes Kenya, Malawi, Rwanda, Tanzania, Uganda and Zambia.

2 Voice revenue includes inter-segment revenue of $1m in the year ended 31 March 2024 and in the prior period. Excluding inter-segment revenue, voice revenue was $850m in year ended 31 March 2024 and $835m in the prior period.

3 Other revenue includes inter-segment revenue of $12m in the year ended 31 March 2024 and $11m in the prior period. Excluding inter-segment revenue, other revenue was $138m in year ended 31 March 2024 and $124m in the prior period.

Other market participants

- Kenya – Safaricom and Telkom
- Malawi – TNM
- Rwanda – MTN
- Tanzania – Vodacom, Tigo, Halotel and TTCL
- Uganda – MTN, UTL and Lyca
- Zambia – MTN and Zamtel

Overview

Steady GDP growth of over 5% means that our six markets in East Africa are some of the strongest economies in Africa. Notwithstanding some disruption from devaluation and inflation this year, the region's relatively young population of 227 million people retain their appetite for the financial and digital opportunities our services can unlock.

We aim to transform lives in our markets by connecting customers, their communities, and our business. One of our values at Airtel Africa is 'Alive': for us that means constantly seeking reliable connectivity and improved user experience for our customers. This year that has translated into improving our network coverage to 91.0%, rolling out 1,752 new 4G sites and adding over 2,600 km of fibre. We have acquired additional spectrum in our markets and launched 5G, VoLTE and eSIM services to appeal to all customer profiles. That has helped boost usage increases in voice, data, and our home broadband business, as we describe below.

Like all telecom operators, we need to make sure we stay compliant with local regulatory requirements, which constantly evolve. This year we saw developments in KYC requirements in Rwanda, Tanzania and Uganda as described on pages 20-21, which have slowed customer acquisitions, and which we continue to work through. At the same time, we have enjoyed the support of governments in approving infrastructure improvements – for example, agreeing a memorandum of understanding with the Tanzanian government that enables the extension of fibre cable networks, and expanding our network in partnership with the government-led Universal Communications Service Access Fund (UCSAF). The year also saw the approval of our submarine cable licence in Kenya, and the launch of 5G in Zambia and Tanzania. In Rwanda, we worked with the government on ConnectRwanda 2.0, a transformative initiative that aims to put affordable, high-speed 4G LTE smartphones in the hands of one million Rwandans by the end of 2024 – an initiative generously supported by Netflix chairman and co-founder, Reed Hastings. For more information about this initiative, see our sustainability strategy on page 56.

This year also provided a reminder of the importance of Airtel Africa's commitment to reducing carbon emissions, and the urgency of the global effort on climate action. Many of our customers and neighbours work in agriculture, which has been seriously affected by extreme weather events, including severe floods in Malawi and Zambia. Flooding also had an impact on our field teams' ability to supply retailers in Kenya, Tanzania, Rwanda and Uganda. We continue to put mitigation plans in place to support customers, employees and our distribution network.

» For more information about how we manage our risks, see pages 72-79

Our performance

East Africa revenue grew by 7.5% in reported currency to $1,622m, and by 21.5% in constant currency. The constant currency growth was made up of voice revenue growth of 14.8%, data revenue growth of 31% and other revenue growth of 26.1%. The differential in growth rates is primarily explained by the average devaluation in the Zambian kwacha (25.1%), Malawi kwacha (32.6%) and Kenya shilling (20.4%).

Voice revenue grew by 14.8% in constant currency, driven by both customer base growth of 10.7% and voice ARPU growth of 3.6%. The customer base growth was largely driven by the expansion of both our network coverage and our distribution network. Voice ARPU growth of 3.6% was supported by an increase in voice usage per customer of 6% to 407 minutes per customer per month, partially offset by the interconnect rate reduction in Tanzania and Rwanda.

Data revenue grew by 31% in constant currency, largely driven by data customer base growth of 21.5% and data ARPU growth of 4.2%. Our continued investment in the network and expansion of 4G network infrastructure helped us grow both the data customer base and usage levels. 96.4% of our East Africa network sites are now on 4G, compared with 90.4% in the prior period. Furthermore, we have 799 5G sites in Kenya, Tanzania, Uganda and Zambia. In Q4'24, total data usage per customer increased to 5.1 GB per customer per month, up by 20.1%.

EBITDA increased to $788m, up by 4.3% in reported currency and up by 17.1% in constant currency. EBITDA margin at 48.6%, declined by 151 bps, primarily impacted by rising fuel prices in several key markets, with the biggest impact being witnessed in Q4'24.

Operating free cash flow was $504m, up by 20.6% in constant currency, due largely to EBITDA growth, partially offset by increased capex.

Transforming lives spotlight

Airtel Kenya – serving more data customers than ever

Winning with data is critical to success in East Africa – and our Kenya market is showing how a strong network and dedicated distribution teams can meet customers' powerful appetite for connection.

Our data customer base in Kenya has now grown to 8.4 million. Smartphone penetration has been key, enabling more customers to take advantage of the investments we've made in spectrum and network across the country, including 5G capacity, which serves the growing home broadband market. And by constantly improving how our distribution teams work, including through the adoption of digital tools and focusing on affordability, we achieved 1.9 million net customer additions in 2023/24 – that's 2.5 times as many as in 2022/23, and more than five times the number of new customers we added in 2021/22.

> "Listening to our customers is a cornerstone of our business. Everyone wins together."

Ashish Malhotra
Managing director, Airtel Kenya

Business review continued

Francophone Africa – mobile services

A mobile-first market where data is driving growth

"Our efforts to deliver exceptional services and drive digital transformation have brought us solid customer and revenue growth, despite political and economic headwinds. We look forward to continuing our journey of growth and innovation, as well as empowering communities in all the markets we serve."

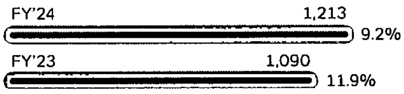
Anwar Soussa
Regional director
Francophone Africa

Other market participants

- Chad – Maroc, Sotel
- The DRC – Vodacom, Orange and Africell
- Gabon – Moov (Maroc Telecom)
- Madagascar – Orange and Telma
- Niger – Zamani, Moov (Maroc Telecom) and Niger Telecom
- Republic of the Congo – MTN
- The Seychelles – Cable & Wireless and Intelvision

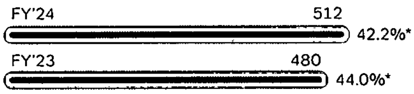
Revenue	EBITDA	Operating profit	ARPU
$1,213m	$512m	$255m	$3.3
Constant currency 9.2%	Constant currency 4.7%	Constant currency (2.0%)	Constant currency (2.4%)
Reported currency 11.3%	Reported currency 6.9%	Reported currency 0.0%	Reported currency (0.6%)

Revenue ($m)



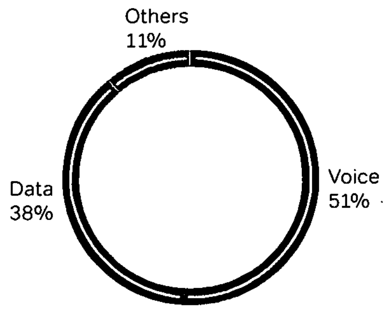
Growth % in constant currency

EBITDA ($m)



* EBITDA margin %

Revenue split



Summarised statement of operations[1]

Description	Unit of measure	Year ended Mar-24	Year ended Mar-23	Reported currency change	Constant currency change
Revenue	$m	**1,213**	1,090	11.3%	9.2%
Voice revenue[2]	$m	**622**	607	2.4%	0.4%
Data revenue	$m	**459**	366	25.4%	22.9%
Other revenue[3]	$m	**132**	117	13.5%	12.3%
EBITDA	$m	**512**	480	6.9%	4.7%
EBITDA margin	%	**42.2%**	44.0%	(176) bps	(182) bps
Depreciation and amortisation	$m	**(209)**	(190)	10.4%	8.3%
Operating profit	$m	**255**	255	0.0%	(2.0%)
Capex	$m	**157**	151	3.9%	3.9%
Operating free cash flow	$m	**355**	328	8.2%	5.1%
Operating KPIs					
Total customer base	million	**32.3**	28.9	11.8%	
Data customer base	million	**10.4**	8.9	16.0%	
Mobile services ARPU	$	**3.3**	3.3	(0.6%)	(2.4%)

1 The Francophone Africa business region includes Chad, Democratic Republic of the Congo, Gabon, Madagascar, Niger, Republic of the Congo and the Seychelles.

2 Voice revenue includes inter-segment revenue of $3m in the year ended 31 March 2024 and in the prior period. Excluding inter-segment revenue, voice revenue was $619m in year ended 31 March 2024 and $604m in the prior period.

3 Other revenue includes inter-segment revenue of $3m in the year ended 31 March 2024 and in the prior period. Excluding inter-segment revenue, other revenue was $129m in year ended 31 March 2024 and $114m in the prior period.

Overview

The seven countries in our Francophone Africa segment are home to more than 187 million people, most of whom reach for mobile services as the first – and often only – way to connect with each other, their communities, and the wider economy. By supporting and growing our customer base, we have been able to grow revenue this year despite a challenging operating environment.

Conditions have been difficult for customers facing economic or political disruption, including currency devaluation in the DRC and changes in government in Chad, Gabon and Niger – and at times for our teams, who have wrestled supply chain issues, currency shortages and a volatile market. But as we set out below, we have delivered an expanded network, increased data capacity and great customer service. At the same time, we've been able to deliver on our purpose as a business that transforms lives, including through our work with UNICEF in Gabon, our support of displaced persons in the DRC and the expansion of digital inclusion in Madagascar, enabled by our network extension.

What is clear across Francophone Africa is that there is huge demand for data, voice and mobile money services; usage across all segments continued to grow this year, and data usage in particular is growing fast. We've welcomed 1.4 million new data customers, and grown our overall customer base by 11.8%, bringing digital and telecoms inclusion to more people and communities, and providing essential services to more customers than ever.

Our performance

Revenue grew by 11.3% in reported currency and by 9.2% in constant currency. Higher reported currency growth as compared to constant currency is due to the appreciation in the Central African franc by 4.1%, partially offset by a 6.6% devaluation in the Madagascar ariary.

Voice revenue grew by 0.4% in constant currency, as customer base growth of 11.8% was partially offset by a decline in voice ARPU. Voice ARPU was negatively impacted by interconnect rate reduction in the Republic of the Congo and Niger while the customer base growth was driven by expansion of both network coverage and distribution infrastructure.

Data revenue grew by 22.9% in constant currency, supported by customer base growth of 16%. Increased data usage across the network supported ARPU growth of 2.9%. Our continued 4G network rollout supported an increase in total data usage of 49.1%. Data usage per customer increased by 24.8% while Q4'24 data usage per customer increased to 4.6 GB per month (up from 3.8 GB in the prior period).

EBITDA at $512m, increased by 6.9% and 4.7% in reported and constant currency, respectively. The EBITDA margin declined to 42.2%, a decline of 182 bps in constant currency. The EBITDA margin decline was mainly due one-time opex benefit of $19m in the prior period. The EBITDA margin in Q4'24 was impacted by an increase in fixed frequency fees in a key market combined with a slowdown in revenue growth in key markets.

Operating free cash flow was $355m, increased by 5.1% in constant currency, due to the increased EBITDA, partially offset by increased capex.

Transforming lives spotlight

Bringing submarine connections to a landlocked market – Niger

In uncertain times, people need mobile connectivity and data more than ever. Political unrest unsettled the operating environment in Niger this year, but we were able to adapt and adjust our strategy to ensure that we continued to deliver essential services while growing our customer base and revenues.

Niger has no sea coast of its own – limiting access to the network of submarine cables that can transform fibre connectivity. We pressed ahead with connecting Niger overland to submarine cable landings in neighbouring countries, while upgrading fibre within Niger's borders. This was part of our upgrade of capacity in Niger that continued in 2023/24, which has brought 68% of sites onto our 4G network. Combined with attractive bundle offers that helped boost smartphone penetration, and our focus on business and service continuity, we grew our data customer base and saw data revenues increase by 30%.

This growth was supported by our continuing focus on distribution. We increased the number of recharge and activating outlets substantially over the year, reaching more customers than ever and growing our base by over 10%. This helps us continue to play an important role in connecting people across Niger to each other, and to the financial and digital economies.

"For a landlocked country such as Niger, connectivity and digital inclusion are critical to our customers and communities as well as to the sustainable growth of the economy."

Abdellatif Bouziani
Managing director, Airtel Niger

Business review continued

Mobile money

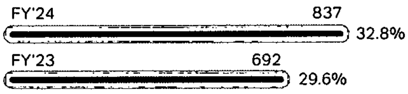
Expanding financial inclusion and becoming the currency of choice

"Mobile money is fast becoming the currency of choice in many markets, driving financial inclusion and digitising cash economies. Our Airtel Money platform connects 38 million customers to a rich ecosystem that enables transfers, payments, collections, disbursements and financial services."

Ian Ferrao
CEO
Airtel Money

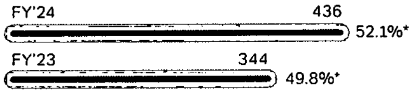
Revenue	EBITDA	Operating profit	ARPU
$837m	$436m	$405m	$2.0
Constant currency 32.8%	Constant currency 39.0%	Constant currency 39.5%	Constant currency 8.6%
Reported currency 21.1%	Reported currency 26.8%	Reported currency 27.6%	Reported currency (0.9%)

Revenue ($m)



Growth % in constant currency

EBITDA ($m)



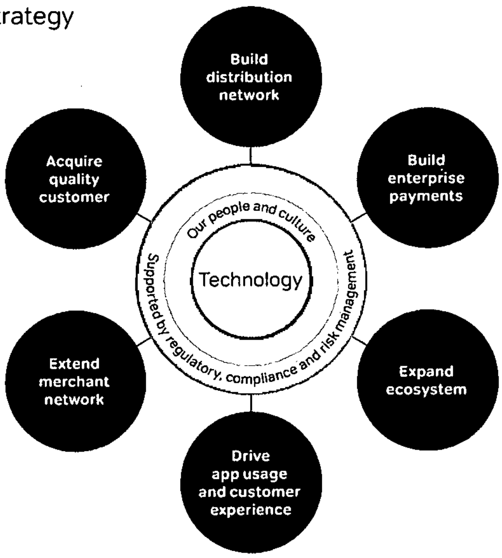
* EBITDA margin %

Summarised statement of operations

Description	Unit of measure	Year ended Mar-24	Year ended Mar-23	Reported currency change	Constant currency change
Revenue[1]	$m	**837**	692	21.1%	32.8%
Nigeria	$m	**2**	0	–	–
East Africa	$m	**635**	531	19.8%	36.0%
Francophone Africa	$m	**200**	161	24.3%	22.3%
EBITDA	$m	**436**	344	26.8%	39.0%
EBITDA margin	%	**52.1%**	49.8%	236 bps	234 bps
Depreciation and amortisation	$m	**(18)**	(17)	6.0%	22.7%
Operating profit	$m	**405**	318	27.6%	39.5%
Capex	$m	**27**	33	(19.5%)	(19.5%)
Operating free cash flow	$m	**409**	311	31.6%	45.6%
Operating KPIs					
Mobile money customer base	million	**38.0**	31.5	20.7%	
Transaction value	$bn	**112.3**	88.6	26.8%	38.2%
Mobile money ARPU	$	**2.0**	2.0	(0.9%)	8.6%

1 Mobile money service revenue post inter-segment eliminations with mobile services was $649m in the year ended 31 March 2024 and $540m in the prior year.

Airtel Money strategy



Overview

Sub-Saharan Africa has led the world in the adoption of mobile money, which is becoming the currency of choice in many of our markets, and the region continues to outperform global averages when it comes to key metrics such as transaction volume growth and new accounts. The digitalisation of formerly cash-based economies is bringing a wide range of benefits to societies and economies – especially to the many people who were previously unbanked and are now empowered by their connection to the financial services ecosystem.

Airtel Money is playing an important part in this transformation, helping individuals and businesses of all sizes take advantage of the opportunities presented by mobile money, and continuing to refine and expand our products and services, which include mobile wallet deposits and withdrawals, merchant payments, enterprise disbursements, international money transfers, and loans and savings.

As we describe below, we've seen excellent results in 2023/24, with 20.7% growth in our customer base, 38.2% growth in transaction value in constant currency and 32.8% growth in constant currency revenues. Distribution remains a key element of our strategy – our exclusive distribution infrastructure expanded by 37% – allowing us to scale up our customer base, which is also fuelled by our ability to recruit existing mobile services customers to mobile money products. In a year when several markets saw challenges around currency devaluations and inflation, this focus on customer recruitment and increased use cases was essential to continuing our track record of growth.

There were a number of highlights in the year. 'P2P' or person-to-person payments grew by 50%, and international money transfers increased by 40%, helped by our work to expand the receiving corridors for remittances to support partner remittance businesses in using Airtel Money wallets, including Ria and Remitly, which we agreed partnerships with this year. Our microloans services also grew strongly, with more eligible customers and higher loan values.

Our performance

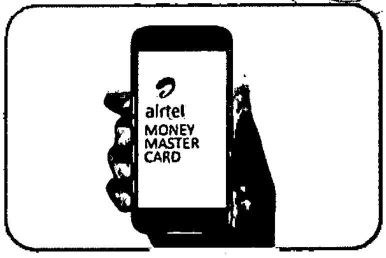
Mobile money revenue grew by 21.1% in reported currency, with constant currency growth of 32.8%. The differential in growth rates is primarily as the result of an average devaluation in Zambian kwacha (25.1%) and Malawi kwacha (32.6%), partially offset by appreciation in the Central African franc (4.1%). The constant currency mobile money revenue growth was driven by revenue growth in both East Africa and Francophone Africa of 36.0% and 22.3%, respectively. In Nigeria, the company remains focused on customer acquisition, with 1.5 million active customers registered for mobile money services in Nigeria at the end of March 2024. Additionally, we added approximately 153,000 agents during the year, reaching almost 205,000 agents as of 31 March 2024.

The constant currency revenue growth of 32.8% was driven by both customer base growth of 20.7% and mobile money ARPU growth of 8.6%. The expansion of our distribution network, particularly our exclusive channels of Airtel Money branches and kiosks, supported customer base growth of 20.7%. The mobile money ARPU growth of 8.6% was driven by transaction value per customer growth of 13.1% in constant currency, to $262 per customer per month.

Annualised transaction value amounted to $112bn in reported currency, with mobile money revenue contributing 16.8% of total Group revenue during the full year period ended 31 March 2024.

EBITDA was $436m, up by 26.8% and 39.0% in reported and constant currency, respectively. The EBITDA margin reached 52.1%, an improvement of 234 basis points in constant currency and 236 basis points in reported currency, driven by continued operating leverage.

Transforming lives spotlight



Partnering with Mastercard to connect subscribers across the world

In August 2023, we announced the launch of a new cross-border remittance service in partnership with Mastercard, which will enable Airtel subscribers across all our 14 markets to send and receive money safely and quickly. Mastercard cross-border services provides a single and secure point of access, allowing our subscribers to arrange transfers with mobile money wallets in more than 145 countries.

Winning with mobile money in Malawi

Including more people in the financial services ecosystem – and giving them more accessible, affordable ways to use those services – is at the heart of winning with mobile money. In Malawi, Airtel Money is the market leader in this segment, relied on by government agencies and NGOs as well as millions of individuals and businesses – and our performance in 2023/24 continued to go from strength to strength.

A sharp increase of 31% in the number of Airtel Money agents in Malawi this year was combined with a strong marketing and visibility campaign, which included highlighting the convenience and speed of recharges and the way remittances can be received directly into Airtel Money wallets.

We grew our customer base in Malawi by 19% to 4.7 million in 2023/24, with Airtel Money recharges also growing fast, supporting an overall increase in revenues of 57% year on year in constant currency terms.

Airtel Business, including data centres

Reimagining business for a digitalised world.

"We want to unlock the potential of Africa's businesses by fostering an exceptional digital ecosystem through state-of-the-art infrastructure. Our mission is clear: winning business customers for life by delivering an unparalleled experience."

Oliver Fortuin
CEO
Airtel Business

214%
increase in fixed data connections

34%
annual revenue growth

Unlocking the potential of businesses will be key to the growth of the economies where we operate – and Airtel Business provides organisations of all sizes with the compute, connectivity and collaboration solutions they need to be part of a successful digital economy.

Cloud adoption, quote-to-cash systems and other digitalisation trends are transforming the way business is done, and we offer mobile and fixed data services and a comprehensive suite of digital services to major corporates, non-governmental organisations, government departments, diplomatic missions, start-ups and small and medium-sized businesses (SMEs). That is underpinned by our business ICT support, including conferencing and collaboration services, cloud and data centre co-location services, and Airtel Money services. Furthermore, we can provide data sovereignty through our in-country data centres.

Transformative progress on data centres, fibre and support for businesses

This year we made significant progress. Alongside the transformative launch of our new data centre business, Nxtra by Airtel (see on the right), we launched our Telesonic offer, which leverages Airtel Africa's 75,400+ km of terrestrial fibre cable assets and access to 12 submarine cables, including the 2Africa cable, to support data centres and other users who need high-speed internet or 5G coverage. Telesonic has now connected Africa overland – a breakthrough project that links Mombasa in Kenya with Muanda in the DRC and will significantly improve communications for customers in the DRC, Kenya, Rwanda and Uganda.

We also saw significant growth in our enterprise business, which is particularly targeted at the region's small and medium-sized businesses, building our fibre or fixed wireless access sales through attractive packages and partnerships that enable bulk messaging services (SMS) and mobile-to-mobile (M2M) services.

By supporting our customers, we support opportunities for the people and businesses around us, while also creating value for Airtel Africa: this year, Airtel Business saw over 3x increase in fixed data connections, and our annual revenue grew by 34%.

Transforming lives spotlight

Nxtra by Airtel: accelerating Africa's digital transition

Trusted and sustainable data centres are at the heart of a flourishing digital economy – and key to meeting the hunger for data in our markets. In December 2023, we launched Nxtra by Airtel, our new data centre business, which will build one of the largest networks of high-capacity data centres in Africa. Coupled with our extensive fibre footprint, Nxtra will offer secure integrated data solutions to international businesses, large African enterprises, start-ups, SMEs and governments.

With a first centre now under construction in Lagos, Nigeria, Nxtra will expand to centres in major cities across our markets, boosting digital speeds and capacities and meeting data security and sovereignty requirements while enabling more local cloud services.

The Lagos centre will plan 34MW of total power and is expected to be live in mid-2025 – another big step on a journey to unlock our markets' digital potential and empower Africa's tech entrepreneurs.

Driving value creation by pioneering digital solutions, enhancing user experiences and boosting efficiency across our markets.

"Our innovative products and technologies help Airtel Africa create value while enhancing customers' and partners' experience, driving efficiencies in our business, and delivering on our commitment to digitalisation."

Jacques Barkhuizen
Chief information officer

$112.3bn

supported Airtel Money transaction value

5.1 million

monthly active app customers

airtel africa DIGITAL LABS

Digitalisation is a theme that connects every pillar of our 'Win with' strategy – and Digital Labs plays an important role in making sure we deliver the innovation and efficiency that will help drive Airtel Africa's growth.

In Digital Labs, we develop and deliver technology platforms and digital products that the wider business can deploy to enhance customers' experiences, drive financial inclusion, and improve our processes. We work with voice and mobile services, Airtel Money and Airtel Business, and focus on digital consumer products, enterprise product engineering, fintech platforms, telco platforms and data analytics.

This year saw a number of projects delivered across the business.

In Nigeria, we helped develop a complete application suite to support our mobile money rollout, featuring a consumer app, a sales app for onboarding our SmartCash agents, a retailer app that the agents use to enrol customers and conduct transactions, and a contact centre portal for our call centres. The suite now supports 492,000 monthly users.

Across all 14 markets we launched a new sales app, which teams can use to plan field visits and monitor sales performance with the aim of driving further sales. And we also developed e-care, a tool for use by our Airtel Business customers to improve their experience of our service and their ability to self-help on our platforms.

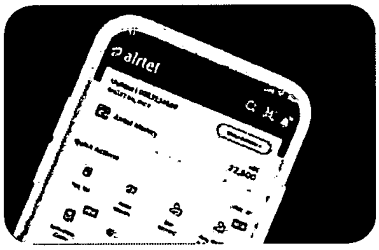
We have built on the success of our retailer Tribe app, launched in 2022/23, which began as a tool to assist SIM card sales and swaps, and has now developed additional functionality, supporting home broadband sales in six markets as well as a range of market-specific functions in other countries. And in Rwanda, Digital Labs helped deliver the Airtel products involved in ConnectRwanda 2.0, a project that aims to expand access to affordable smartphones. For more information about digital inclusion in Rwanda, see page 58.

Transforming lives spotlight

Airtel Ads: shaping the communications landscape

We're in the business of connecting people – and in February 2024, we brought businesses in Nigeria closer to their customers through the launch of Airtel Ads, Africa's first integrated demand-side platform (DSP), which helps advertisers and agencies manage, purchase and optimise digital ad delivery in real time.

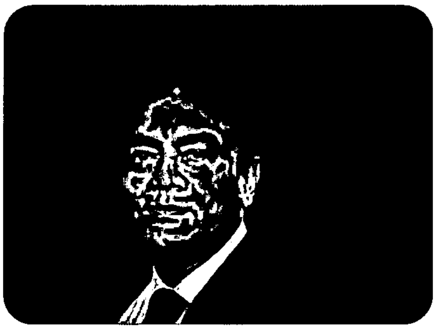
Airtel Ads draws on the strength of our customer base, reaching consumers on multiple devices and enabling advertisers to engage them through innovative AI technology, supported by our dedicated marketing team, data analytics and native language support. Airtel Ads has the potential to reach a weekly audience 27 billion impressions.



Self-service channels help drive growth

The rapid evolution of our digital self-service channels – MyAirtel and SmartCash apps – helps customers simplify their journeys and removes pain points so that they have a smoother, more accessible path to financial inclusion. We've drawn on AI to keep improving the customer experience, which has helped the apps enable over $3bn of transactional value for more than five million monthly digital active customers in 2023/24 – a growth of 97% year on year.

Chief financial officer's introduction to the financial review



"We continue to see sustained operating momentum with operating profit up 20.3% in constant currency despite macroeconomic headwinds. A sharp devaluation of the Nigerian naira during the period impacted our reported results."

Jaideep Paul
Chief financial officer

Revenue
$4,979m
Constant currency 20.9%
Reported currency (5.3%)

EBITDA
$2,428m
Constant currency 21.3%
Reported currency (5.7%)

Operating profit
$1,640m
Constant currency 20.3%
Reported currency (6.7%)

Capex
$737m
$748m in 2022/23

Basic earnings per share
(4.4) cents
17.7 cents in 2022/23

Profit and loss snapshot

Description	Unit of measure	Year ended March 2024	Year ended March 2023	Reported currency change %	Constant currency change %
Revenue[1]	$m	**4,979**	5,255	(5.3%)	20.9%
Voice revenue	$m	**2,179**	2,491	(12.5%)	11.9%
Data revenue	$m	**1,734**	1,787	(3.0%)	29.2%
Mobile money revenue[2]	$m	**837**	692	21.1%	32.8%
Other revenue	$m	**417**	437	(4.6%)	23.4%
Expenses	$m	**(2,572)**	(2,694)	(4.5%)	20.9%
EBITDA[3]	$m	**2,428**	2,575	(5.7%)	21.3%
EBITDA margin	%	**48.8%**	49.0%	(22) bps	14 bps
Depreciation and amortisation	$m	**(788)**	(818)	(3.6%)	23.3%
Operating profit	$m	**1,640**	1,757	(6.7%)	20.3%
Other finance cost – net of finance income	$m	**(896)**	(723)	24.0%	
Finance cost-exceptional items[4]	$m	**(807)**	–	0.0%	
Total finance cost[5]	$m	**(1,703)**	(723)	(135.6%)	
(Loss)/Profit before tax	$m	**(63)**	1,034	(106.1%)	
Tax	$m	**(284)**	(445)	(36.1%)	
Tax – exceptional items[6]	$m	**258**	161	60.1%	
Total tax charge	$m	**(26)**	(284)	(90.8%)	
(Loss)/Profit after tax	$m	**(89)**	750	(111.9%)	
Non-controlling interest	$m	**(76)**	(87)	(12.7%)	
Profit attributable to owners of the company – before exceptional items	$m	**380**	512	(25.8%)	
(Loss)/Profit attributable to owners of the company	$m	**(165)**	663	(124.9%)	
EPS – before exceptional items	Cents	**10.1**	13.6	(25.9%)	
Basic EPS	Cents	**(4.4)**	17.7	(124.9%)	
Weighted average number of shares	in Mn	**3,751**	3,752	(0.0%)	
Capex	$m	**737**	748	(1.4%)	
Operating free cash flow	$m	**1,691**	1,827	(7.4%)	
Net cash generated from operating activities	$m	**2,259**	2,229	1.4%	
Net debts	$m	**3,505**	3,524		
Leverage (net debt to EBITDA)	times	**1.4x**	1.4x		
Return on capital employed	%	**23.0%**	23.3%	(31) bps	

1. Revenue includes intra-segment eliminations of $188m for the year ended 31 March 2024 and $152m for the prior period.
2. Mobile money revenue post intra-segment eliminations with mobile services were $649m for the year ended 31 March 2024 and $540m for the prior period.
3. EBITDA includes other income of $21m for the year ended 31 March 2024 and $13m for the prior period.
4. Exceptional items of $807m for the year ended 31 March 2024 relate to derivative and foreign exchange losses following the devaluation of the Nigerian naira ($770m) in June 2023 and three month period ended 31 March 2024 as well as the Malawian kwacha devaluation in November 2023 ($37m), respectively.
5. For more details about finance costs, see the financial review section on pages 51-52.
6. Tax exceptional items of $258m for the year ended 31 March 2024 reflects gain corresponding to exceptional items of $807m on account of derivative and foreign exchange losses (refer point 4). $161m exceptional tax gain in the prior period reflects the recognition of deferred tax credit in Kenya, the DRC and Tanzania.

A resilient business able to seize growth opportunities while managing foreign exchange and macroeconomic volatility

We continue to see sustained operating momentum, demonstrating the resilience of our business model and the effective execution of our strategy across all our regions. Mobile money continues to see very strong trends with constant currency revenue growth of 32.8% reflecting continued customer growth and enhancements in the available products and services across the platform.

Group revenue in constant currency grew by 20.9%, supporting a 21.3% growth in constant currency EBITDA, despite inflationary pressures from rising fuel prices across a number of markets. However, currency devaluation had a significant impact on our reported currency financial performance, with revenues and EBITDA declining 5.3% and 5.7% respectively. The most significant devaluation was in Nigeria, our largest market, where the naira devalued from NGN461 per US dollar on 31 March 2023 to NGN1,303 per US dollar on 31 March 2024. EBITDA margins have been negatively impacted by approximately 70bps because of the reduced Nigerian contribution to Group revenue and EBITDA following the devaluation.

Despite this backdrop, we were able to continue upstreaming cash from various OpCos, including Nigeria, where the year saw challenges in the availability of US dollars. This upstreaming has resulted in a net cash position at HoldCo, and we are fully geared to repay the US dollar bond falling due in May 2024. Our strategy to reduce US dollar debt has also remained on track, with over 83% of OpCo market debt being based in local currency.

This balance sheet strength gives us the flexibility to continue executing on the opportunities our markets offer, enabling us to deliver on our ambitions to bridge the digital divide and drive higher financial inclusion.

Our four main financial objectives broadly remained the same:

1. Growing our operating profitability

We have delivered high double-digit revenue and EBITDA growth in constant currency. Despite significant inflationary cost pressures, particularly fuel price rises in Nigeria and a few other key markets, we have been able to deliver EBITDA margin resilience by focusing on operating efficiencies. In particular, we have seen significant progress in our mobile money segment which saw EBITDA margins rise to 52.1% during the period. Operating profit during the year grew by 20.3% in constant currency, similar to the levels reported in the prior period.

2. Investment for future growth and stable return on capital employed

Around 87% of our capex investment in 2023/24 was directed towards growth initiatives which are targeted to enhance network capacity, increase coverage and ensure reliable connectivity. We invested $737m in capex (excluding licence renewal and spectrum acquisition), to improve network capacity and quality, and to reinforce a future-ready network, through IT and cybersecurity to further protect our business from the global threat of cyberattacks, focusing on the areas of application, network, and API security. We also invested $152m in licence renewal and spectrum acquisition costs, including $127m for 3G licence renewal in Nigeria.

We monitor the effectiveness of our capex investment through our financial KPI 'return on capital employed'. Regular monitoring of this KPI helps us track the performance of our assets while also taking long-term financing into consideration. Our return on capital employed remained largely stable around 23% despite foreign exchange headwinds.

3. Strengthening balance sheet through localisation of OpCo debt

We continued to localise our OpCo debt, with over 83% of the market debt now in local currency as of 31 March 2024. We have around $680m of cash at HoldCo following strong cash flow generation and upstreaming from key markets. Given this strong cash position, we are fully geared up to repay the HoldCo debt of $550m which is due for repayment in May 2024.

Key benefits of localising debt at the OpCo level are protection against foreign exchange headwinds and mitigation against the unavailability of foreign currency in the country.

Leverage was 1.4x at the end of the period, same as in the previous period despite continued investments in our network and significant currency devaluation in Nigeria which resulted in lower reported currency EBITDA.

4. Returns to shareholders

Returning cash to shareholders through our progressive dividend policy remains a key priority. In line with our dividend policy, we paid an interim dividend of 2.38 cents per share in December 2023. Further, the Board recommended a final dividend of 3.57 cents per share, making total dividend of 5.95 cents per share, which is an increase of 9% compared to the prior year. Additionally, the Board approved a share buy-back programme of up to $100m, which will take place over a period of up to 12 months. On 1 March 2024, we announced the commencement of the first tranche of the buy-back up to a maximum of $50m. During March 2024, the company purchased 7.4 million shares at a total cost of $9m.

Basic EPS at negative 4.4 cents was impacted by the derivative and foreign exchange losses in key markets, most significantly in Nigeria and Malawi. EPS before exceptional items was at 10.1 cents, declined 25.9% compared to 13.6 cents in the prior period also impacted by derivative and foreign exchange losses.

Outlook

The growth opportunity that exists across our markets remains compelling, and we're well positioned to deliver against this opportunity. We will continue to focus on margin improvement from the recent levels as we progress through the year. We will continue to work on mitigation plans to limit the negative impact of these headwinds, with a particular focus on seeing sustained high revenue growth as well as driving operating efficiencies. Furthermore, we will continue to focus on strengthening our balance sheet through localisation of OpCo debt and increased returns to shareholders.

During the reporting period, the currencies in a few of the markets significantly devalued at various stages throughout the year, hence, the impact of devaluation on reported currency revenue and EBITDA has not been fully reflected in the results for the period ended 31 March 2024. Consequently, the full impact of last year's currency devaluation will be seen in next financial years' reported revenue and EBITDA. Furthermore, the full impact on EBITDA margin due to the reduction in Nigeria contribution to revenue and EBITDA, is approximately 120bps, out of which 70bps have been factored in to the current financial year and the remaining balance of 50bps is expected in t he next financial year.

Our capex outlook (excluding license renewal and spectrum acquisition) for next year is around $725m to $750m, which includes additional investment in our data centre and fibre businesses.

Jaideep Paul
Chief financial officer

8 May 2024

Chief financial officer's introduction to the financial review continued

Performance highlights

Operating key performance indicators (KPIs)

- Total customer base grew by 9% to 152.7 million, as penetration of mobile data and mobile money services continue to rise, driving a 17.8% increase in data customers to 64.4 million and a 20.7% increase in mobile money customers to 38 million.
- Constant currency ARPU growth of 10.7% was largely driven by increased usage across voice, data, and mobile money.
- Mobile money transaction value increased by 38.2% in constant currency to reach over $112bn in reported currency.

Financial performance

- Revenue in constant currency grew by 20.9% while in reported currency revenue declined by 5.3% to $4,979m reflecting the impact of currency devaluation in several key markets, most significantly in Nigeria, our largest market. The Nigerian naira devalued from NGN461 per US dollar as on 31 March 2023 to NGN1,303 per US dollar as on 31 March 2024.
- All segments continue to deliver double-digit constant currency growth. Across the Group, mobile services revenue grew by 19.4% in constant currency, driven by voice revenue growth of 11.9% and data revenue growth of 29.2%. Mobile money revenue grew by 32.8%, driven primarilly by continued strong growth in East Africa.
- Constant currency EBITDA increased by 21.3% while reported currency EBITDA declined by 5.7% due to the impact of currency devaluation. EBITDA margin was 48.8%, 22bps lower than in the prior period, primarily due to the impact of rising fuel prices and inflationary pressures in some of our key markets.
- Loss after tax was $89m, primarily impacted by significant foreign exchange headwinds, particularly the $549m exceptional loss after tax following the Nigerian naira devaluation in June 2023 and three month period ended 31 March 2024 and the Malawian kwacha devaluation in November 2023.
- EPS before exceptional items was 10.1 cents, a decline of 25.9%. Basic EPS at negative 4.4 cents compared to 17.7 cents in the prior period. Both EPS before exceptional items and basic EPS were primarily impacted by the significant derivative and foreign exchange losses during the reporting period.

Capital allocation

- Capex was broadly flat at $737m, marginally below our guidance largely due to a deferral in data cetre investments. In addition, we invested $152m in licence renewal and spectrum acquisition, including $127m for the 3G licence renewal in Nigeria.
- Leverage of 1.4x, as of 31 March 2024, was flat from the previous period. The remaining debt at HoldCo is now $550m, falling due in May 2024. Cash at HoldCo was around $680m at the end of the period and the Group is expecting to fully repay the HoldCo debt when due using this cash.
- Considering the cash accretion at the HoldCo level, the current leverage and the consistent strong operating cash generation, the Board of directors approved a share buy-back programme of up to $100m which will take place over a period of up to 12 months. On 1 March 2024, we announced the commencement of the first tranche of the buy-back up to a maximum of $50m. During March 2024, the company purchased 7.4 million shares at a total consideration of $9m.

The Board of directors has recommended a final dividend of 3.57 cents per share, making the total dividend for the financial year 2023/24 5.95 cents per share.

Impact of Nigerian naira devaluation on financial results

As we operate in 14 markets across Africa, currency headwinds have often affected our results, but the last year has been exceptional – particularly in our largest market, Nigeria. In June 2023, the Central Bank of Nigeria (CBN) announced structural changes to the operations in the Nigerian Foreign Exchange (FX) market, including the abolishment of segmentation, with all segments now collapsing into the Investors and Exporters (I&E) window and the reintroduction of the 'willing buyer, willing seller' model at the I&E window. The decision was taken to improve US dollar liquidity in the market and contribute to a more stable FX market.

Furthermore, in January 2024, the FMDQ Securities Exchange, overseeing FX trading in Nigeria, changed its methodology for calculating the Nigerian naira exchange rate, which led to a further devaluation. These events, combined with additional headwinds during the year, contributed to a significant devaluation of the Nigerian naira over the year from 461 per US dollar to 1,303 per US dollar on 31 March 2024. The availability of US dollars in Nigeria has improved significantly over the period.

Revenue and EBITDA

Despite constant currency revenue and EBITDA growth in Nigeria of 25.9% and 30.8% respectively, the Nigerian naira devaluation had a materially negative impact on reported currency results. The impact of the Nigerian naira devaluation since March 2023 on reported revenue and EBITDA for the period ending 31 March 2024 was $1,042m and $554m respectively. As the US dollar appreciation occurred at various stages during the year, revenue and EBITDA in the reporting period does not reflect the full year impact. As a result, the next financial year reported currency results will continue to reflect the currency headwinds experienced during FY'24.

If the closing exchange rate of 1,303 NGN/USD were to be used to consolidate the results of the Group for the year ended 31 March 2024, reported revenue would have declined further by $603m to $4,376m (16.7% YoY decline) as opposed to the 5.3% decline reported. Similarly, EBITDA would have declined further by $324m to $2,104m (18.3% YoY decline) as opposed to the 5.7% decline reported, with an EBITDA margin of 48.1%. EBITDA margins have been negatively impacted by approximately 70bps over the year ended 31 March 2024 because of the reduced Nigeria contribution to Group.

Finance costs and profit after tax

All US dollar-linked liabilities in Nigeria have been translated at the closing rate of NGN1,303 per US dollar on 31 March 2024, which led to a $1,070m charge to finance costs under 'derivatives and foreign exchange losses', out of which $770m has been classified as exceptional. After adjusting for the tax impact, the Nigeria exceptional devaluation impact on finance costs resulted in $520m impact on profit after tax.

Nigeria remains our biggest market, fundamental to our overall strategy across Africa. We discuss the opportunity inherent in the Nigerian market in the market environment section on pages 38-39. We continue to look at ways to mitigate against currency volatility on our reported performance by continuing to drive strong constant currency revenue growth, identifying cost optimisation initiatives and reducing our exposure to US dollar liabilities.

» For more information on currency devaluation sensitivity, see how we manage our risks (internal controls and compliance) on pages 72-79

Financial review

Revenue

Group revenue in reported currency declined by 5.3%, with constant currency growth of 20.9%, which accellerated to 23.1% in Q4'24. Reported currency revenue growth was particularly affected by significant currency devaluation in Kenya, Malawi, Nigeria and Zambia. Group mobile services revenue grew by 19.4%, with voice revenue growth of 11.9% and data revenue growth of 29.2%. In Nigeria, mobile services revenue increased by 25.8%, while in East Africa it grew by 21.5% and in Francophone Africa by 9.2%, respectively. Mobile money revenue grew by 32.8% in constant currency, driven primarily by continued strong growth in East Africa.

EBITDA

In constant currency, EBITDA increased by 21.3% with EBITDA margin of 48.8%, up by 14bps. Reported currency EBITDA declined by 5.7% to $2,428m reflecting the impact of currency devaluation over the period. Reported currency EBITDA margin remained resilient despite the operating challenges we faced in many markets. Mobile services EBITDA increased by 18.8% in constant currency as operating leverage and cost efficiencies continued to limit the foreign exchange headwinds and inflationary pressures during the year. Mobile money EBITDA margin of 52.1% was up 234bps in constant currency, supporting growth of 39.0%.

Finance costs

Total finance costs for the year ended 31 March 2024 were $1,703m, primarily impacted by $1,259m of derivative and foreign exchange losses (reflecting the revaluation impact of US dollar balance sheet liabilities and derivatives) as a result of currency devaluation across markets. Finance costs excluding derivative and foreign exchange losses increased from $385m to $444m in the current period primarily reflecting increased debt in the operating companies carrying a higher average interest rate.

Out of $1,259m of derivative and foreign exchange losses, $807m were classified as exceptional items as per the company's policy on exceptional items of which $770m is related to Nigerian naira devaluation and $37m is related to Malawian kwacha devaluation.

(Loss)/Profit before tax

Loss before tax at $63m during the year ended 31 March 2024 was largely impacted by the $807m exceptional losses. Excluding these exceptional losses, profit before tax for the year ended 31 March 2024 was $744m.

Taxation

Total tax charges were $26m as compared to $284m in the prior period. Total tax charges reflected an exceptional gain of $258m on account of the Nigerian naira and Malawian kwacha devaluations during the current period compared with deferred tax credit of $161m in the prior period, hence a higher exceptional gain of $97m. Tax charges, excluding exceptional items, were $284m compared to $445m in the prior period.

Tax charge of $26m during the year ended 31 March 2024, despite a loss before tax of $63m was due to witholding taxes on dividend by subsidiaries and change in profit mix between various OpCos.

(Loss)/Profit after tax

Loss after tax at $89m during the year ended 31 March 2024 was primarily impacted by $549m net of tax impact of the exceptional derivative and foreign exchange losses. Excluding these exceptional losses, profit after tax for the year ended 31 March 2024 was $460m.

Basic EPS

Basic EPS at negative 4.4 cents during the year ended 31 March 2024 was impacted by the derivative and foreign exchange losses as explained above. EPS before exceptional items and derivative and foreign exchange losses for year ended 31 March 2024 was 18.3 cents as compared to 20.5 cents in the prior period.

Leverage

Leverage at 1.4x as of 31 March 2024 was flat from the previous year despite our significant investments and currency devaluation in several markets which resulted in lower reported currency EBITDA compared to prior period. The remaining debt at HoldCo is $550m, falling due in May 2024. Cash at HoldCo was around $680m at the end of the period, and the Group is expecting to fully repay the HoldCo debt when due using this cash.

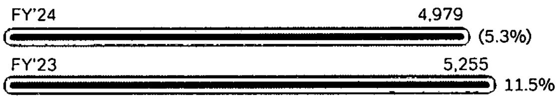
GAAP measures

Revenue

Reported revenue of $4,979m declined by 5.3% in reported currency and grew by 20.9% in constant currency, driven by both customer base growth of 9% and ARPU growth of 10.7%. The constant currency revenue growth was offset by average currency devaluations between the periods, mainly in the Nigerian naira (97.1%), the Malawian kwacha (32.6%), the Zambian kwacha (25.1%) and the Kenyan shilling (20.4%), partially offset by appreciation in the Central African franc (4.1%).

Mobile services revenue grew by 19.4% in constant currency, supported by growth of 25.8% in Nigeria, 21.5% in East Africa and 9.2% in Francophone Africa, respectively. Mobile money revenue grew by 32.8% in constant currency, driven by revenue growth of 36.0% in East Africa and 22.3% in Francophone Africa, respectively.

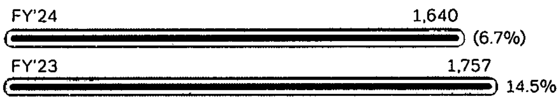
Revenue ($m)



Operating profit

Operating profit in reported currency declined by 6.7% to $1,640m. This was due to currency headwinds offsetting both strong revenue growth and continued improvements in operating efficiency across the Group.

Operating profit ($m)



Financial review continued

Total finance costs

Total finance costs for the year ended 31 March 2024 were $1,703m, an increase of $980m over the prior period. Finance costs were primarily impacted by $807m of exceptional derivative and foreign exchange losses arising from Nigerian naira and Malawian kwacha devaluation during the period.

The Group's effective interest rate increased to 10.1% compared to 7.7% in the prior period, largely driven by higher local currency debt at the OpCo level, in line with our strategy to move more debt into our operating entities.

Taxation

Total tax charges of $26m declined from $284m in the prior period. This includes an exceptional gain of $258m due to the devaluations of the Nigerian naira and Malawian kwacha during the reporting period compared to an exceptional gain of $161m in the prior period due to deferred tax credit in Kenya, the Democratic Republic of the Congo and Tanzania. As a result, total tax charges reflected a higher exceptional gain of $97m in the reporting period. Tax charges, excluding exceptional items, were $284m compared to $445m in the prior period. Further, the reported tax charges of $284m is after netting off one-off tax gain of $30m arising from the reversal of deferred tax liability due to a reduction of undistributed retained earnings in Nigeria as an indirect consequence of the impact of the Nigerian naira devaluation in June 2023. Tax charge (before exceptional gain and one-off) is lower by $131m against prior period tax charge mainly on account of decrease in profit in profit making OpCos by $379m.

(Loss)/Profit after tax

Loss after tax at $89m during the year ended 31 March 2024 was primarily impacted by $549m net of tax impact of the exceptional derivative and foreign exchange losses.

Basic EPS

Basic EPS at negative 4.4 cents during the year ended 31 March 2024 was impacted by the derivative and foreign exchange losses as outlined above.

Net cash generated from operating activities

Net cash generated from operating activities was $2,259m, an improvement of 1.4% compared to $2,229m in the prior period.

Alternative performance measures

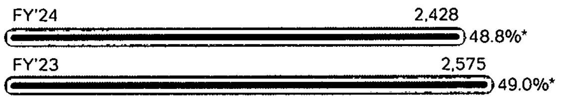
EBITDA

EBITDA of $2,428m declined by 5.7% in reported currency and increased by 21.3% in constant currency. Growth in constant currency EBITDA was led by revenue growth and supported by continued improvements in operating efficiency which limited the impact that inflationary cost pressures had in several markets. The EBITDA margin declined by 22bps to 48.8% in reported currency.

Foreign exchange had an adverse impact of $588m on EBITDA as a result of average currency devaluations, mainly in the Nigerian naira (97.1%), the Malawi kwacha (32.6%), the Zambian kwacha (25.1%), and the Kenyan shilling (20.4%), partially offset by appreciation in the Central African franc (4.1%).

» For more information on currency devaluation sensitivity, see the section on Internal controls and compliance in Managing our risks on pages 72 to 79

EBITDA ($m)



* EBITDA margin %

Tax

The effective tax rate was 38.4%, compared to 38.8% in the prior period, largely due to profit mix changes amongst the OpCos. The effective tax rate is higher than the weighted average statutory corporate tax rate of approximately 32%, largely due to the profit mix between various OpCos and withholding taxes on dividends by subsidiaries.

		Year ended March 2024			Year ended March 2023		
Description	Unit of measure	Profit before taxation	Income tax expense	Tax rate %	Profit before taxation	Income tax expense	Tax rate %
Reported effective tax rate	$m	**(63)**	**26**	**(41.1%)**	1,034	284	27.4%
Exceptional items (provided below)	$m	**807**	**258**		–	161	
Reported effective tax rate (before exceptional items)	$m	**744**	**284**	**38.3%**	1,034	445	43.0%
Adjusted for:							
Foreign exchange rate movement for loss making entity and/or non-deferred-tax-asset operating companies and holding companies	$m	**57**	**–**		106	–	
One-off adjustment and tax on permanent difference	$m	**–**	**24**		5	(1)	
Effective tax rate	$m	**801**	**308**	**38.4%**	1,145	444	38.8%
Exceptional items							
1. Deferred tax asset recognition	$m	**–**	**–**		–	161[2]	
2. Derivatives and foreign exchange losses	$m	**807**	**258[1]**		–	–	
Total	$m	**807**	**258**		–	161	

1 $258m exceptional tax gain in the full year period ended 31 March 2024 is a tax gain corresponding to $807m derivative and foreign exchange losses following the Nigerian naira and Malawian kwacha devaluations.

2 $161m exceptional tax gain in the full year ended 31 March 2023 is on account of deferred tax credit in Kenya, the Democratic Republic of the Congo and Tanzania.

Exceptional items

The exceptional item of $807m is due to the derivative and foreign exchange losses following the devaluations of the Nigerian naira in June 2023 and three month period ended 31 March 2024, and the Malawian kwacha in November 2023. This has resulted in an exceptional tax gain of $258m compared to an exceptional tax gain of $161m in the prior period due to deferred tax credit in Kenya, the Democratic Republic of the Congo and Tanzania. See note 2.22 of the financial statetements for more details.

EPS before exceptional items

EPS before exceptional items was at 10.1 cents, declined 25.9% as compared to 13.6 cents in the prior period primarily impacted by the significant derivative and foreign exchange losses in the current reporting period. EPS before exceptional items and derivative and foreign exchange losses was 18.3 cents as compared to 20.5 cents in the prior period, lower on account of translation impact due to devaluation.

Description	$ cents
March 2023 EPS before exceptional items	**13.6**
Exchange (translation impact)	(7.3)
Operating profit (constant currency)	7.7
Net finance charges	(5.2)
Derivative and foreign exchange losses	(3.0)
Finance charges (excluding derivative and foreign exchange losses)	(2.2)
Tax	1.2
Others	0.1
March 2024 EPS before exceptional items	**10.1**

Operating free cash flow

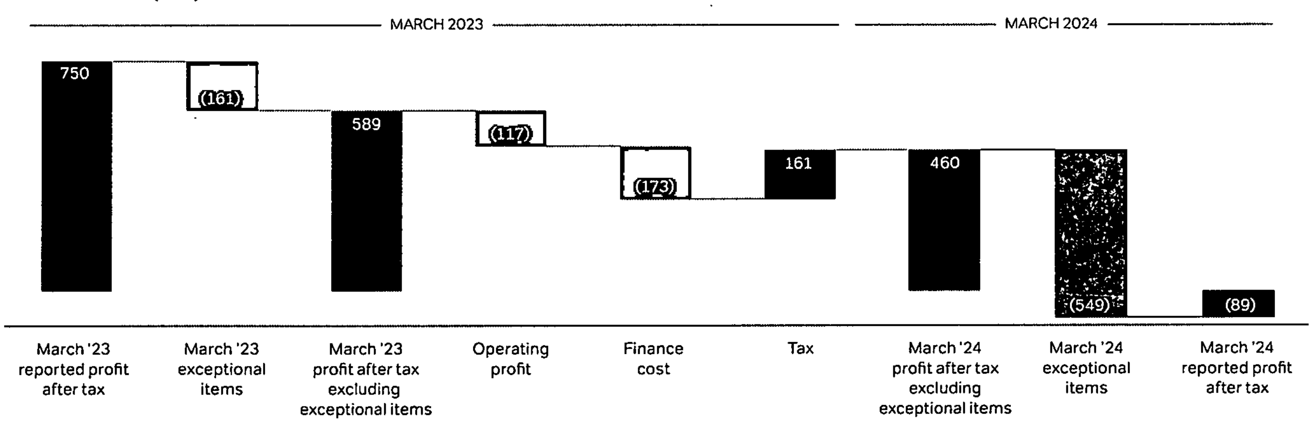
Operating free cash flow of $1,691m declined by 7.4%, as a result of lower EBITDA during the period, partially offset by lower capex spend in the reporting period.

Leverage

Leverage at 1.4x as on 31 March 2024 was flat from the previous year despite our significant investments and currency devaluation in several markets which resulted in lower reported currency EBITDA as compared to the prior period. The remaining debt at HoldCo is $550m, falling due in May 2024. Cash at HoldCo was around $680m at the end of the reporting period, and the Group is expecting to fully repay the HoldCo debt when due using this cash.

	March 2024		March 2023	
Leverage	**$m**	**xLTM EBITDA**	$m	xLTM EBITDA
OpCo debt:	**1,831**	**0.7x**	1,629	0.7x
– Foreign currency	**306**	**0.1x**	594	0.3x
– Local currency	**1,525**	**0.6x**	1,035	0.4x
Less: cash and cash equivalent	**(288)**	**(0.1x)**	(304)	(0.1x)
OpCo net debt	**1,543**	**0.6x**	1,325	0.6x
HoldCo debt:	**550**	**0.2x**	550	0.2x
Less: cash and cash equivalent	**(677)**	**(0.3x)**	(398)	(0.2x)
HoldCo net debt	**(127)**	**(0.1x)**	152	0.0x
Group net debt (excl. lease liabilities)	**1,416**	**0.5x**	1,477	0.6x
Lease liabilities	**2,089**	**0.9x**	2,047	0.8x
Group net debt (inc. lease liabilities)	**3,505**	**1.4x**	3,524	1.4x

Profit after tax ($m)



Financial review continued

Net cash generated from operating activities

Particulars	March 2024 $m	March 2023 $m	Change $m
EBITDA	**2,428**	2,575	(147)
Other non-cash items	**–**	2	(2)
Operating cash flow before changes in working capital	**2,428**	2,577	(149)
Change in working capital	**175**	49	126
Net cash generated from operations before tax	**2,603**	2,626	(23)
Income tax paid	**(344)**	(397)	53
Net cash generated from operating activities	**2,259**	2,229	30

Net debt bridge

Particulars	March 2024 $m	March 2023 $m
Net cash generated from operating activities	**2,259**	2,229
Cash capex (tangible)	**(868)**	(779)
Cash capex (intangible)	**(161)**	(502)
Cash interest	**(407)**	(371)
Repayment of lease liabilities	**(324)**	(279)
Dividend paid to non-controlling interests	**(59)**	(75)
Subtotal (a)	**440**	223
Dividend to Airtel Africa plc shareholders	**(212)**	(195)
Proceeds from sale of shares to non-controlling interests	**53**	–
Increase in mobile money wallet balance	**(207)**	(86)
Others	**(7)**	(94)
Subtotal (b)	**(373)**	(375)
Addition of lease liabilities	**(911)**	(776)
Repayment of lease liabilities	**324**	279
Translation impact on net debt	**539**	66
Subtotal (c)	**(48)**	(431)
Net debt (increase)/decrease d= a+b+c	**19**	(583)
Opening net debt	**3,524**	2,941
Closing net debt	**3,505**	3,524

Purchase of intangible assets

Purchase of intangible assets of $161m in the current reporting period included payment of $127m for renewal of the 2100 MHz spectrum licence in Nigeria. Purchase of intangible assets of $502m in the prior period included additional spectrum acquisition payment of $317m in Nigeria, $123m in East Africa and $42m in Francophone Africa, respectively.

Dividend paid to shareholders

Final dividend payment of 3.27 cents per ordinary share for year ended 31 March 2023 was paid during the year and an interim dividend payment of 2.38 cents per ordinary share paid in December 2023. The dividend payments were in line with our progressive dividend policy which aims to grow the dividend annually by a mid-to-high single-digit percentage.

The Board recommended a final dividend of 3.57 cents per share for year ended 31 March 2024, amounting to a total dividend of 5.95 cents per share for the current reporting period.

Proceeds from sale of shares to non-controlling interests (NCI)

Proceeds from sale of shares to NCI is related to issue of 10.89% share capital to minority shareholders in Airtel Uganda, a subsidiary of Airtel Africa plc. Refer to note 5 of the consolidated statement of financial position as set out on page 197 for details.

Translation impact on net debt

Translation impact on net debt primarily represents the reduction in local currency cash, borrowings and lease liabilities in US dollar terms, arising from devaluation of local currencies (primarily Nigerian naira) against the reporting currency, i.e., US dollar. This impact is included in 'other comprehensive income – foreign currency translation reserve' in the consolidated statement of comprehensive income.

Financial information by service

We provide performance data for our mobile voice and data services and Airtel Money in our business reviews on pages 34 to 47.

Financial information by market

We provide performance data for each of our markets in our business reviews on pages 34 to 47.

Consolidated statement of financial position

The consolidated statement of financial position is set out on pages 184. Details on the major movements of our assets and liabilities in the year are set out on this page.

Assets

Property, plant and equipment

Property, plant and equipment (including capital work in progress) decreased to $2,059m, a decrease of $448m due to depreciation of $406m and $760m of foreign currency translation reserve arising from translation of local currency assets into reporting currency, i.e. US dollar (primarily in Nigeria), partially offset by capital expenditure of $722m, mainly related to the expansion of our network and IT security.

Right-of-use assets

Right-of-use assets decreased to $1,483m, a decrease of $14m due | to depreciation of $271m and $557m of foreign currency translation reserve arising from translation of local currency assets into reporting currency, i.e., US dollar (primarily in Nigeria), partially offset by $813m capitalisation of the present value of telecommunication towers taken on long-term lease.

Other intangible assets

Other intangible assets, including assets under development, decreased by $483m to $729m. The decrease is primarily related to $112m of amortisation and $408m of foreign currency translation reserve arising from translation of local currency assets into reporting currency, i.e., US dollar (primarily in Nigeria).

Balance held under mobile money trust

The balance held under mobile money trust represents the funds of mobile money customers which are not available for use by the Group, and these have increased by $121m to $737m.

Total equity and liabilities

Total equity

Total equity decreased to $2,300m, a decrease of $1,508m related to an other comprehensive loss of $1,173m (largely due to foreign currency translation reserve arising from translation of local currency assets and liabilities into reporting currency, i.e., US dollar); $212m dividend to shareholders of Airtel Africa plc; $89m loss for the period and $65m dividend to minority shareholders in subsidiaries.

Borrowings

Gross borrowings (including short-term borrowings) increased by $237m to $4,462m largely due to higher external debt of $201m at OpCos. Local currency external debt increased by $490m while foreign currency debt decreased by $289m which is in line with our strategy to reduce foreign currency debt. Net debt as of 31 March 2024 was $3,505m.

Current liabilities

Current liabilities (excluding borrowings) increased by $31m to $2,263m, largely due to the increase in mobile money wallet balance by $140m and derivative instruments by $139m, partially offset by payment of $127m for the renewal of the 2100 MHz spectrum licence in Nigeria and foreign currency translation reserve arising from translation of local currency assets and liabilities into reporting currency, i.e., US dollar.

Further details of the Group's liquidity position and going concern assessment are shown on page 227, Note 31 of the financial statements.

Dividends

The Board has recommended a final dividend of 3.57 cents per ordinary share for the year ended 31 March 2024. The proposed final dividend will be paid on 26 July 2024 to all ordinary shareholders who are on the register of members at the close of business on 21 June 2024.

We will announce more details in due course. We paid an interim dividend of 2.38 cents per ordinary share in December 2023.

Transforming lives across Africa

Our aim is to transform lives across Africa through increased digital and financial inclusion and access to essential educational resources. Our sustainability strategy sets out clear operational, social and environmental goals that help us deliver this vision.

Embedding positive impact in our business growth

Airtel Africa's sustainability strategy is integral to the company's purpose of transforming lives through digital and financial inclusion and increased access to education. To provide stakeholders with a transparent account of progress, the company has published a separate Sustainability Report 2024.

This section offers an overview of our sustainability strategy, supplemented by examples throughout the report showcasing Airtel Africa's achievements. This demonstrates how sustainability is central to its business strategy and performance. For example, in December 2023, the company celebrated its 150 millionth customer, a testament to success in promoting digital and financial inclusion in sub-Saharan Africa. Additionally, this year the company launched its scope 1, 2, and 3 decarbonisation strategy, and maintained its ISO 27001 and ISO 22301 certifications, highlighting its commitment to world-class data security. It also introduced a Code of Business Ethics for partners and suppliers to drive positive environmental and social change throughout the value chain.

People – customers, employees, and communities –are at the heart of Airtel Africa's ambition to transform lives. With a commitment to diversity and inclusion, it's initiated 'Women for Technology', fast-tracking women into leadership roles. Education remains a priority; in 2023/24 the company provided free internet access to around 1.7 million schoolchildren through its $57 million partnership with UNICEF.

The Board and Airtel Africa recognise that significant progress has been made, but much remains to be done. I have every confidence the company will continue to drive innovative programmes to transform lives and futures across Africa.

Annika Poutiainen
Non-executive director and Board sustainability champion

See our Sustainability Report 2024 published on www.airtel.africa

Sustainability KPIs

Scope 1 and 2 emissions

128,503
tCO_2e
(114,842 in 2022/23)

Total energy consumption

244,458,323
kWh
(192,097,364 in 2022/23)

Population covered by mobile network

80.4%
(79.45% in 2022/23)

Gender balance

28.3%
(26% in 2022/23)

Our sustainability strategy framework

Airtel Africa's sustainability strategy was launched in 2021, providing us with a framework through which we can drive social and economic growth for Africa and its people. The framework is built around four pillars to ensure clarity and focus for implementation. Under these pillars, we set out goals and commitments to improve the way we operate and drive the positive impact across our markets.

» For more information, see our Sustainability Report 2024 as published on www.airtel.africa

Our business

We are committed to providing sub-Saharan Africa with safe, reliable and resilient telecommunications to drive economic growth and development.

Goals

- Data security
- Service quality
- Supply chain

SDG alignment

8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Our people

Our people are at the heart of our sustainability journey. By fostering an environment of diversity, inclusion and continuous learning, we're not just investing in our people – we're nurturing future leaders and innovators who will drive our business forward.

Commitments

- Diverse and inclusive workforce
- Training and development
- Healthy and safe work environment
- Employee engagement

SDG alignment

5 Gender equality; 8 Decent work and economic growth

Our community

Our dedication to supporting communities is brought to life through bridging digital and financial divides, and enhancing access to education. Through strategic partnerships and programmes, we're opening doors to new possibilities, empowering individuals and communities to shape their own futures.

Goals

- Digital inclusion
- Financial inclusion
- Access to education

SDG alignment

4 Quality education; 5 Gender equality; 10 Reduced inequalities

Our environment

Recognising the important role we play in environmental protection, we are committed to minimising our impact. Through initiatives aimed at reducing our GHG emissions and promoting a circular economy, we're working towards a greener, more sustainable future for all.

Goals

- Reduction of GHG emissions
- Environmental stewardship

SDG alignment

12 Responsible consumption and production

Statement of commitment

Airtel Africa is driven by a vision to transform lives across Africa, recognising the continent's vast, untapped potential.

Through our network, products and services, we aim to empower people to embrace opportunity and achieve their potential. We're dedicated to advancing digital inclusion, financial inclusion and access to education, acknowledging these as key levers for change. Understanding the ambition of our goals, we align with the United Nations Sustainable Development Goals (SDGs) to foster collaboration across sectors for significant, lasting impact. As a signatory of the United Nations Global Compact, we commit to its Ten Principles, embedding responsible business practices in every operation, guided by our ESG policies and systems.

Our corporate and sustainability strategies are closely linked, ensuring our mission to transform lives is central to every business decision. We aim to be a catalyst for positive change, and we're dedicated to creating a brighter and more inclusive future for all of Africa.

Our sustainability strategy continued

Digital inclusion in action

Empowering one million Rwandans through our transformational smartphone programme

Digital inclusion is at the heart of our sustainability strategy and is one of the most powerful levers we have to transform lives and support the communities and economies in which we work.

To drive digital inclusion, we need to make digital services more accessible – both through the expansion of our 4G and 5G networks, and through encouraging the availability and use of smartphones across our 14 markets. We also need to ensure owning and using a smartphone is affordable – which is why we work with manufacturers and handset financing companies on programmes that bring smartphones within reach of customers, and make sure our own data products are consistently good value.

These themes have come together this year in an extraordinary programme in Rwanda, where in October 2023 we partnered with the Rwandan government to launch the ConnectRwanda 2.0 initiative. The programme aims to accelerate Rwanda's digital capability by providing more than a million people in the country with high-speed, cutting-edge LTE smartphones by the end of 2024 – supported by a generous contribution by Reed Hastings, the co-founder and Chairman of Netflix.

The affordable smartphones, distributed with Airtel Africa SIM cards and tailored data packages, will be available at a price of 20,000 Rwandan francs ($16.5), with a monthly fee of 1,000 Rwandan francs ($0.8). In addition to the smartphone, subscribers will also enjoy 1GB of data daily and unlimited calls to any network in Rwanda.

The initiative is already having a transformational impact. Since launch, smartphone penetration in Rwanda has increased from 21% to 34%, and we intend that the benefits will cross generations, as the initiative joins up with the work we're doing in Rwanda with the government and UNICEF to support teachers and schools. We're committed to connecting 100 schools to digital resources – helping teachers to learn digital skills so they can teach them, and digitally empowering the next generation.

85.6%

total population covered by 4G network

33.7%

smartphone penetration as of 31 March 2024

» For more information about our 'Win with' strategy, see pages 24-33

Transforming lives in action

Providing access to quality education in partnership with UNICEF

In partnership with UNICEF, we're pioneering a future where every child in Africa has the key to education right at their fingertips. Our commitment is clear: to transform over one million young lives by 2027 through digital learning. By providing zero-rated access to educational content online to schools in 13 countries, we're dismantling barriers to learning and unlocking possibilities for children – and for the communities and economies where they live. This initiative has already made significant strides, connecting and empowering thousands schoolchildren with the tools they need for a brighter future.

The aim is transformational – nurturing potential, fostering equality and building the foundations for generations to come. This vision was recognised when our efforts in Nigeria, where we connected 960 schools since the launch of our partnership with UNICEF. Airtel Nigeria was honoured with the 'Partnership of the Year' award at the 17th Sustainability, Enterprise and Responsibility Awards (SERAs).

960

schools connected to the internet in Nigeria by 31 March 2024

$3.6m

financial contribution to UNICEF in support of the programmes to date

» For more information about our five-year $57m partnership with UNICEF, see our Sustainability Report 2024 on www.airtel.africa

Non-financial and sustainability information statement (NFSI)

The following table constitutes our non-financial and sustainability information statement (NFSI) in compliance with Sections 414CA and 414CB of the Companies Act 2006. The information listed is included by cross-reference. Further non-financial information is available in our Sustainability Report 2024 and on www.airtel.africa, including actions we take to manage our environmental and social impact.

The due diligence carried out for each policy is contained within each respective policy's documentation.

Reporting requirement	Associated risks	Our approach	Relevant policies	Purpose and scope	More information and outcomes can be found within	Page(s)
Environmental matters	Climate change (emerging risk)	We continue to evaluate the potential impact of climate change on our business operations and on the economies in which we operate. In October 2021, we launched an ambitious sustainability strategy that underpins our corporate purpose of transforming lives. We are committed to reducing our greenhouse gas (GHG) emissions across our operations and, through collaboration with our partners and suppliers, to improve our environmental performance throughout the organisation.	• **Environmental policy** outlines our commitment to the environment and incorporates our policies on climate change, waste disposal, natural resources and water. • **Health, safety and environment policy (HSE)** outlines our commitment to continual improvement in HSE performance. • **Community grievance mechanism** outlines our commitment to listen and respond to community concerns arising from our actions or the actions of any of our partners or suppliers. • **Code of Business Ethics for partners and suppliers** sets our commitment to work with trusted partners and ensure safe practices.	We're setting a target of a 62% reduction in the intensity of our greenhouse gas (GHG) emissions by 2032 and aim to achieve net zero absolute emissions by 2050.	• KPIs • Managing our risk • Business review: East Africa • Governing sustainability matters • The Board's focus in 2023/24 • Our compliance with the UK Corporate Governance Code/role of chair • Stakeholder engagement: 'Our communities' • Statement on Section 172 of the Companies Act 2006 • Audit and Risk Committee report • Sustainability Report 2024 (see www.airtel.africa) • 'Our journey towards a net zero future' (see www.airtel.africa) • Carbon accounting methodology (see www.airtel.africa)	15-17 72-79 40-41 98 99-107 87 119 71 126-137
Our people	(6) Leadership succession planning (principal risk)	Our Code of Conduct defines how we do business and extends to employees at all levels as well as to suppliers, partners and all others working with us. It serves as a guide to help colleagues understand the core elements of our policies and how those policies are grounded in our values – Alive, Inclusive and Respectful. We also have policies in areas like anti-bribery and corruption, whistleblowing and data protection setting out the ethical framework that all companies and employees are expected to follow. We have a whistleblowing line allowing any colleague or third party to report a violation of the Code of Conduct, local law or regulation.	• **Code of Conduct** provides a public declaration of how we do business and clarifies expectations from ourselves and those we work with. It also sets the framework for implementation of our corporate policies, guidelines, and procedures. • **Responsible marketing policy** outlines our commitment to responsible marketing activities, communications, and advertising campaigns. • **Health, safety and environment policy (HSE).** • **Whistleblowing policy** is applicable to all employees of Airtel Africa plc and its subsidiaries, including third parties acting for or on behalf of Airtel Africa plc and its subsidiaries. It is established to encourage the disclosure of information by employees and third parties to the Ombudsperson about suspected dangers and wrongdoing.	Our purpose and values and behaviours are a vital part of our culture to ensure that through our conduct and decision-making we do the right thing for our business and our stakeholders.	• KPIs • Stakeholder engagement: 'Our people' • Managing our risk • Nominations Committee: Chair's statement • Directors' remuneration report • Sustainability Report 2024 (see www.airtel.africa)	15-17 115-119 72-79 139 146-165

Non-financial and sustainability information statement (NFSI) continued

Reporting requirement	Associated risks	Our approach	Relevant policies	Purpose and scope	More information and outcomes can be found within	Page(s)
Respect for human rights	(3) Geopolitical risks and adverse macroeconomic conditions (principal risk)	Airtel Africa conducts its business in a way that respects human rights. This is detailed in our Code of Conduct which underpins everything we do. Our objective is to bring the power of telecommunication technology to promote respect for human rights throughout our markets and communities, across our supply chain and stakeholder groups. Our principles in respecting human rights are based on the United Nations Universal Declaration of Human Rights and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work. In 2021, Airtel Africa became a signatory to the United Nations Global Compact (UNGC) initiative, endorsing our commitment to upholding human rights and adhering to the 'Ten Principles' related to responsible labour in our policies, operations and procedures.	• Human rights policy • Code of Conduct • Code of Business Ethics for partners and suppliers • Whistleblowing policy	We are committed to upholding human rights in all aspects of our business and we expect our suppliers, partners and third-party contractors to adhere to similar human rights standards throughout their business operations.	• Governance report: 'Stakeholder engagement' (Our people' – Board activities) • Human rights and modern slavery policy statement (see www.airtel.africa) • Sustainability Report 2024 (see www.airtel.africa)	114-125
Social matters	(3) Geopolitical risks and adverse macroeconomic conditions (principal risk)	We're transforming lives across sub-Saharan Africa through products, services and programmes that foster financial inclusion, drive digitalisation, and empower our 152.7 million customers and their communities. We aim to always act as a responsible business – and to deliver on our promises. That means doing business transparently and with a sound governance structure. It also means being a good partner and an active contributor to society, by creating jobs, paying taxes and respecting the environment.	• **Stakeholder engagement policy** recognises that ongoing engagement and active cooperation with our stakeholders is essential for the company's strong business performance, achieving and maintaining public trust and confidence in the organisation. • Code of Conduct • Whistleblowing policy	Our whistleblowing policy allows colleagues to raise in confidence any workplace concerns concerning behaviour, or anything that endangers colleagues, our partners, or the environment.	• KPIs • Section 172 statement • TCFD disclosures • Sustainability Report 2024	15-17 71 63-70

Reporting requirement	Associated risks	Our approach	Relevant policies	Purpose and scope	More information and outcomes can be found within	Page(s)
Anti-bribery and corruption	(7) Internal controls and compliance	We take a zero-tolerance approach to bribery and corruption. Our policy requires employees, at all times, to act with integrity to ensure that all decisions are based on legitimate considerations. In building and maintaining relationships with various stakeholders, employees should focus on creating trust and mutual respect based on the principles laid down in our Code of Conduct.	• Code of Conduct • Anti-bribery and corruption policy • Gift and entertainment policy • Data protection and privacy policy	We continue to focus on limiting our potential exposure to bribery and corruption risks by providing mandatory training, reviewing financial records, and developing our policies and procedures. Our contract management system includes mandatory certification to our Code of Conduct and anti-bribery and corruption policy. Each year, every employee must take part in computer-based training on anti-bribery and corruption and our Code of Conduct. Our internal audit team reviews our anti-bribery compliance programme to assess its continued effectiveness.	• Audit and Risk Committee Report • Directors' Report: anti-bribery and corruption; political donations • Online safety (see www.airtel.africa)	126-137 116-171
Business model	(1) Adverse competition and market disruption (principal risk) (3) Cyber and information security threats (principal risk) (8) Technology resilience and business continuity (principal risk)	Creating value for our stakeholders: our dynamic business model is underpinned by our sustainability strategy and delivers value to stakeholders while transforming lives through digitalisation and financial inclusion.	• Responsible marketing policy	The Board is responsible for establishing the company's purpose and strategy to deliver long-term sustainable success and generate value.	• KPIs • Our business model • Section 172 statement • Corporate governance	15-17 22-23 71 94-107
How we manage risk		Effective risk management is an essential part of delivering our strategy. It means we can continue to create value for our business and shareholders, and for the millions of people whose lives we help transform. We have established a risk management framework to give us a consistent means of identifying, mitigating, and monitoring risk across all 14 of our OpCos and Group entities. It provides senior management and our Board with oversight over our principal risks and promotes a bottom-up approach to identifying and managing risks across the Group.	• Schedule of matters reserved to the Board • Audit and Risk Committee's terms of reference	Our risk management framework and processes are embedded throughout the Group, to give us a consistent means of identifying, prioritising, mitigating, responding to, and monitoring our principal and emerging risks.	• TCFD disclosures: climate-related risks • Managing our risk • Audit and Risk Committee Report • Sustainability Report 2024 (see www.airtel.africa)	63-70 72-79 126-137

Non-financial and sustainability information statement (NFSI) continued

Non-financial KPIs

Our performance against non-financial KPIs is tracked using the following metrics:

Reporting requirement	Associated risks	Our approach	Relevant policies	Purpose and scope	More information and outcomes can be found within	Page
Climate		Percentage reduction of our scope 1 and 2 emissions.			• 'Our journey towards a net zero future' (see www.airtel.africa) • Carbon accounting methodology (see www.airtel.africa) • Environmental policy (see www.airtel.africa)	
Diversity and inclusion		Percentage gender representation and percentage ethnicity representation of our senior management team.	• Code of Conduct			See pages 144-145 for our FCA disclosure tables
Safety		Total recordable injury frequency rate (TRIFR).	• Health, safety and environment policy		• Sustainability Report 2024 (see www.airtel.africa)	
Compliance training		Percentage of employees who complete anti-bribery and corruption training annually.	• Code of Conduct			

TCFD disclosures

Airtel Africa is committed to transparency in our disclosure and reporting of all sustainability-related and climate-related risks and opportunities.

The climate-related financial disclosures contained in this report are consistent with the TCFD recommendations and recommended disclosures and the 'Guidance for All Sectors' as contained in section C of the TCFD Annex except for metrics and targets (b) with respect to disclosure of scope 3 emissions. These disclosures also meet the Climate-related Financial Disclosures (CFD) requirements under the Companies Act.

While we've published our scope 3 emissions data under the metrics and targets (b) recommendations, our scope 3 data is, and will be, disclosed with a time lag of one year to allow for reasonable verification and accuracy checks of scope 3 emissions data received from our supply chain partners. We rely on our supply chain partners, especially, our towerco partners to extract data with respect to our scope 3 emissions. This data, in most cases, is not readily available and after becoming available, we subject it to some reasonable verification for accuracy before we're able to publish. We expect to continue working closely with our towerco partners over the next three years to allow for ready access to scope 3 emissions data which will, in turn, allow us to report this data without any time lag.

Airtel Africa is committed to transparency in our disclosure and reporting of all sustainability-related and climate-related risks and opportunities. This is evidenced by the progress we've made in complying with the TCFD recommendations and recommended disclosures. We understand that this is a journey, and we are committed to continue to assess, on an ongoing basis, our risk management processes, climate actions and metrics to align with our business, climate risk and opportunities, and the expectations of our stakeholders.

This year, our third year of reporting the Group's climate-related risk and opportunities in line with the TCFD recommendations, reflects the progress that has been made over the past three years. In year one, we carried out a gap assessment of our current position versus each of the TCFD recommendations and laid out a clear action plan over the next three years to address gaps identified. In year two, we focused our efforts on addressing these gaps, including completing a robust scenario analysis testing of our climate risks and opportunities with support from The Carbon Trust and a feasibility assessment of our decarbonisation plans. In 2023/24, we continued to build on the work completed in the previous two years with a focus on developing a strategy to achieve net zero across all scopes by 2050.

In November 2023, we published our 'Journey towards a net zero future" which detailed our strategic approach to achieving our decarbonisation ambition. Lots of the work this year has been focused on developing both short-term initiatives and long-term plans in line with our decarbonisation strategy and embedding these plans into our strategic planning and budgeting process. While this important piece of work has commenced, we recognise that it would require continuous review and re-evaluation in line with changing technological advancements in the energy conservation and renewable energy across the markets where we operate.

» To read about our journey towards a net zero future, visit www.airtel.africa

Governance

Disclose the organisation's governance around climate-related risks and opportunities.

Strategy

Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning where such information is material.

Risk management

Disclose how the organisation identifies, assesses and manages climate-related risks.

Metrics and targets

Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.

TCFD disclosures continued

Our pathway to TCFD-aligned reporting

We've made significant progress in our climate risk assessment and reporting process in line with the TCFD recommendations. Progress update on planned actions disclosed in last year's report is outlined below:

Update on planned actions from last year's report:

TCFD recommendations	Airtel Africa response			
	Compliance to recommendation	Planned actions for this year as per our TCFD roadmap	Actions taken this year	Page(s)
Governance				
Describe the Board's oversight of climate related risks and opportunities.	Yes	Set CRO review as a recurring Board agenda item (via Sustainability Committee and Audit and Risk Committee reports).	Sustainability strategy underpins our 'Win with' strategy as an enabler to our strategic ambitions. One of the four pillars within our sustainability strategy is our environment pillar which details the Group's ambition towards our commitment to achieving net zero emissions by 2050 and environmental stewardship. Through the Sustainability Committee, which meets every other month, climate risks and associated mitigation actions and strategic plans are reviewed on an ongoing basis. The Audit and Risk Committee also receives and reviews updates on the Group's CROs as part of its thematic risk review of the company's risks.	65
Describe management's role in assessing and managing climate-related risks and opportunities.	Yes			65
Strategy				
Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	Yes	Undertake and disclose 'deep dives' of prioritised CROs to fully understand financial, business and strategy implications. Disclose how 'deep dives' inform formulation of strategic and business planning.	Last financial year, the Group conducted scenario analysis of its CROs with support from The Carbon Trust for the purpose of assessing both the impact and the resilience of the business in relation to climate risks. This year, through the Sustainability Committee reviews, deep-dive sessions were conducted with a focus on the strategic planning to achieve our net zero ambition. These sessions were aimed at undertaking feasibility assessments and integration of carbon reduction plans into long-term business planning and budgeting. While this process is still ongoing, these deep-dive sessions have helped the Group further understand the necessary actions required in achieving our net zero targets both in the short- and longer-term horizons.	66-67
Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.	Yes			68
Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	Yes			68
Risk management				
Describe the organisation's processes for identifying and assessing climate-related risks.	Yes	Develop processes to monitor the emergence of new CROs and ensure their ongoing integration with existing risk taxonomy – disclose examples of how processes have informed decisions on mitigating actions.	Climate risks are being assessed and monitored using the Group's enterprise risk management framework and mitigation plans in line with our sustainability strategy, are reviewed monthly by the Sustainability Committee. Furthermore, the Audit and Risk Committee reviews climate-related risks and how they impact the achievement of the Group's strategic plans. For example, key decisions to explore the acceleration of renewable energy sources in some of our markets is predicated on the risk assessment of the impact of rising fuel costs on the Group's cost structure and profitability goals. This shows how decision-making in relation to business risks and processes is integrated into the Group's decarbonisation strategy.	69
Describe the organisation's processes for managing climate-related risks.	Yes			69
Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	Yes			69
Metrics and targets				
Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	Yes	Disclose progress against science-based targets.	Our GHG emissions for scope 1 and 2 are disclosed in this report, including the metrics used to assess our climate risks. Our scope 3 emissions, however, are disclosed with a time lag of one year: this is to ensure that we can accurately assess and report scope 3 emission data compiled from our partners, mostly the towercos. We've initiated an engagement process with our key partners and suppliers for an accurate assessment of our scope 3 emissions and to understand key actions being undertaken by them to achieve their respective emission reductions and align with decarbonisation strategy.	69
Disclose scope 1, 2 and, if appropriate, scope 3 greenhouse gas (GHG) emissions and the related risks.	Yes			70
Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	Yes			70

Governance

Describe the Board's oversight of climate-related risks and opportunities

The Board has an overall responsibility for the management of our climate-related risks and opportunities (CROs). Our Board maintains this oversight through two of its committees: the Audit and Risk Committee (ARC) and the Sustainability Committee. The Audit and Risk Committee oversees our risk management processes, including the assessment and mitigation of CROs (see pages 126 to 137) for details of our ARC meetings and the frequency of meetings in the year).

The Sustainability Committee meets every other month. It oversees the implementation of our sustainability strategy, including the climate response actions set out within the environmental pillar of the strategy. It is responsible for sustainability programmes and initiatives, budget requirements and reviews the development of performance objectives to track the achievement of both short- and long-term goals. The committee's work also includes the consideration of climate impact with respect to the Group's capital expenditure (capex) in line with the Group's sustainability strategy as approved by the Board. During the year, there were no acquisitions or divestments in the Group's business but, in case of any such event, appropriate climate consideration will fall within the remit of the committee's work.

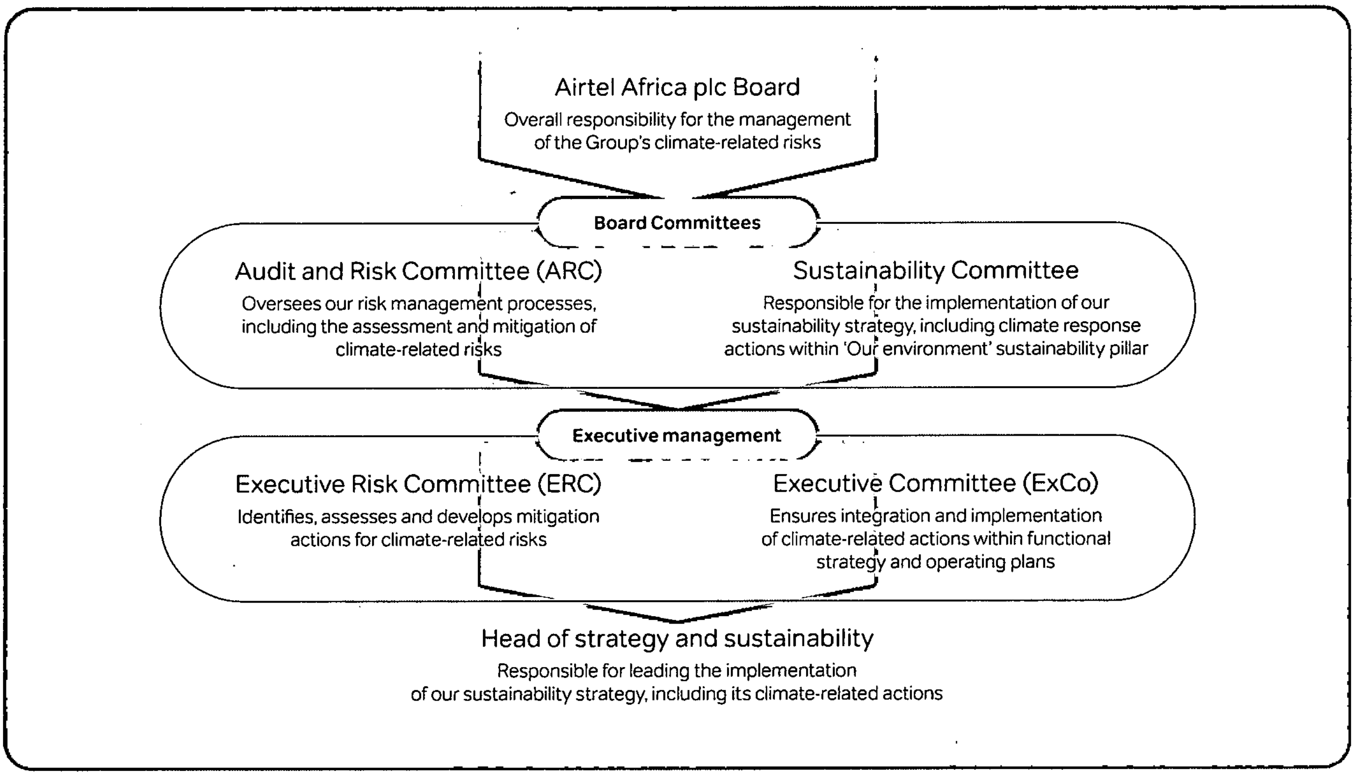
Our CEO currently chairs the Sustainability Committee and attends every Audit and Risk Committee and the Executive Risk Committee (ERC) meetings. He provides a direct link to the management of CROs as does our Board sustainability champion, Annika Poutiainen, who also attends Board, Audit and Risk Committee and Sustainability Committee meetings. Annika reports to the Board on the work of the Sustainability Committee and, together with the CEO, supported by relevant members of the management team, will seek approval for any actions.

Describe management's role in assessing and managing climate-related risks and opportunities

Through the ERC, management oversees our risk management processes, including the assessment and development of mitigation actions for CROs. The ERC meets on a quarterly basis. Our Executive Committee (ExCo) ensures that climate actions are integrated into our operational business strategy. The two components of our strategy towards CROs are reduction of GHG emissions and environmental stewardship. In light of this two-pronged approach, our chief technology officer and chief supply chain officer jointly lead 'Our environment' pillar of the sustainability strategy.

Our comprehensive asset audit shows that energy use from the data centres, network operating centres and infrastructure sites constitute a large percentage of the total energy consumption within our business. So, our chief technology officer oversees the strategy to bring energy-efficient initiatives into our core operational processes. Furthermore, a significant number of our infrastructure sites are owned by towercos and we lease space from them. Our chief supply chain officer leads our efforts to generate climate action from the towerco partners to achieve energy efficiency and reduce GHG emissions.

Our head of strategy and sustainability leads our climate-related programmes and ensures a seamless integration between our business strategy and climate response actions. The head of strategy and sustainability reports to the CEO who chairs the Sustainability Committee.



TCFD disclosures continued

Strategy: risk and opportunities

Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term

Following the work on our climate scenario analysis, our climate risks and opportunities are now aligned with our business model and the geographical spread of our operations. In assessing our climate risks and opportunities, we undertook a disaggregated approach. Whereas some physical risks apply to all our markets, there are certain climate risks that are peculiar to specific countries. For instance, the risks of tropical storms and cyclones are localised to Madagascar and Malawi within our country portfolio while the risk of extreme temperature increases, which negatively impact cooling costs, are more significant for countries located in arid regions such as Chad, Niger and parts of Northern Nigeria. These factors were built into our modelling process to ensure we get a credible assessment of our most significant climate risks and they're prioritised for the attention of our executive management and the Board.

Our climate scenario analysis has been conducted looking at three horizons – short, medium and long term. For medium term, we've considered a period between 5-10 years as this aligns with the Group's planning time frame. The Group prepares a ten-year strategic business plan which is used for forecasting purposes and capital investment decisions and aligns with the average life of our regulatory licences and network assets. Additionally, our medium-term carbon intensity reduction target for scope 1 and 2 emissions is set at ten years from baseline which also aligns with this medium-term timeframe. Consequently, we've taken timeframes of greater than ten years as 'long term' and periods less than five years as 'short term' in our scenario modelling. This ensures that our scenario planning periods align closely with our strategic business plans and carbon reduction targets. We've assessed each climate risk and opportunity for likelihood, velocity and financial materiality.

				Likelihood, velocity and materiality assessment of CRO		
Category	Risk type	Nature of impact	Planning horizon to address CRO	Likelihood score	Velocity score	Financial materiality score
Transition risks	Customer pressure	Change in customer expectations regarding the Group's climate action leading to a decrease in sales negatively affecting revenues.	Medium term (five years)	3	2	NAQ[1]
	New regulations	Introduction of carbon taxes in the Group's operating markets adversely impacting profitability.	Medium term	1	3	2
	New regulations	Lack of a credible action on climate change could result in increased stakeholder advocacy negatively impacting our operations, and in turn revenues.	Medium term	2	2	NAQ
	New regulations	Increase in energy prices for use in logistics, own sites and leased assets in the event carbon taxes are imposed leading to an increase in cost.	Medium term	2	3	4
	Shareholder/ stakeholder advocacy	Increasing requirements for mandatory disclosures of climate performance and climate risks with possible inaction leading to negative sentiments from customers, suppliers and bankers leading to decreased revenues and/or increased cost.	Short term (three years)	3	2	NAQ
	Reputation	Damage to brand reputation arising from a perceived lack of action on climate initiatives.	Short term	2	2	NAQ
Physical risks	Flooding	Increase in frequency and severity of flooding attributed to rising sea level and/or increases in rainfall could damage our infrastructure, such as data centres, office buildings and tower sites.	Long term (ten+ years)	4	3	4
	Extreme weather events	Increase in frequency and severity of extreme weather events, such as tropical storms, cyclones and typhoons, could result in damage to our infrastructure.	Long term	4	3	1
	Heat	Increase in in temperatures and the duration of high temperatures may result in increased cooling requirements for data centres and, consequently, operating costs in some of our markets.	Long term	4	3	1
	Business disruptions	Loss of of revenue and productivity due to business disruptions attributed to climate-related physical events, such as cyclones, coastal and river flooding.	Long term	3	3	5
Opportunities	Enhanced market valuation	Improved ESG performance will have a positive effect on share price performance and investor perception.	Short term	2	2	NAQ
	Access to capital	Increased access to, and lower cost of, sustainable financing options.	Short term	2	2	1
	Cost efficiency	Adopting renewable energy sources, such as solar and other environmentally friendly solutions, will enhance business processes.	Medium term	4	3	1
	Reputation	Improved company reputation will help us to attract and retain customers and employees, reducing customer acquisition and HR-related costs.	Medium term	2	2	NAQ

1 NAQ (not assessed quantitatively): suitable parameter not identified for quantitative assessment and analysis was done using qualitative assessment of velocity and likelihood.

Assessment of CRO	Financial thresholds	Level	Score	Threshold	Period
Likelihood • Score based on the consistency of outcome when comparing current policy scenarios with transition scenarios (or high-temperature scenarios for physical risks). • The more closely aligned the outcomes on a directional basis, the higher the likelihood score.		Very high High Medium Low	4 3 2 1	25% 50% 100%	
Velocity • Score based on the speed of development of external root causes that drive the CRO as assessed under the transition scenarios (or high-temperature scenarios for physical risks). • The speed at which a CRO is evolving and changing as compared to the baseline is also taken into account (e.g., higher the speed, higher the score).		Short term Medium term Long term	4 2 1		1-5 years 5-10 years 10+ years
Financial materiality • Score based on the estimated negative impact to revenues or costs for risks and positive impact to revenues or costs for opportunities. • Financial impact calculations are performed with the aim of providing a scale of the materiality of each assessed CRO, for the purpose of focusing on the most relevant and important ones. • These initial estimates do not represent an exact prediction of the impact of the CROs, but rather an order of magnitude to facilitate prioritisation.	<$10m $10m-$20m $20m-$30m $30m-$50m $50m-$100m $100m-$300m $300m-$400m $400m-$450m $450m-$500m >$500m		1 2 3 4 5 6 7 8 9 10		

TCFD disclosures continued

Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning

Our 'Win with' strategy incorporates sustainability as a key enabler of each of the strategic pillars. This reflects our ambition to deliver profitable growth in the long term by integrating sustainability into the core of our business strategy as shown on pages 24 to 33. 'Our environment' pillar, encompassing climate risks and opportunities, is one of the four pillars of our sustainability strategy. This highlights our focus on our ambition to achieve net zero emissions within our operations and environmental stewardship.

Our strategic and financial planning processes are closely aligned with our sustainability strategy and our ambition to achieve net zero emissions across our operations. Specifically, we've seen an acceleration of this integration between our strategic plans and climate response actions due to significant fuel price inflation in some of our markets which put a strain on our operating costs. This has allowed us to take significant steps to accelerate our transition planning to renewable energy sources in collaboration with our towerco partners as part of our risk mitigation plans and strategic response to this risk. This example shows that our climate action plan and strategic planning processes are not separate processes but an integrated approach to do what is best for our business, our stakeholders, and the environment.

In parallel, we continue to actively participate in industry initiatives, such as the GSMA's Climate Action Taskforce and the biodiversity subgroup which we co-lead to work with industry peers to find common solutions to address the climate crisis and the challenges being faced by players in the industry in the course of developing credible carbon reduction plans.

» For more information about our sustainability strategy, see pages 56-62

Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario

Last year, we conducted a scenario analysis exercise to assess the resilience of our business against the climate risks and opportunities we're faced with.

The scenario testing was done under three scenarios:

1. Current policies scenario – global temperature at c. 3°C (no climate action)
2. High temperature scenario – global temperature greater than c. 3°C (extreme case)
3. Net zero Paris Agreement aligned scenario – global temperature at c. 1.5°C (transition to net zero)

Transition risks

For transition risk, we tested current policies scenario (no climate action, global temperature at c. 3°C) and net zero Paris agreement aligned scenario (transition to net zero, global temperature at c. 1.5°C). We selected this scenario to test our transition risks as the likelihood of being confronted with transition risks will be higher in a net zero Paris aligned scenario. Our analysis showed that the most material transition risks were:

- increases in operating costs arising from direct carbon price (including carbon taxes) on lease assets and network equipment, and
- potential introduction of carbon taxes in our operating markets.

To mitigate these risks, the Group would need to embrace early adoption of clean energy sources to mitigate the negative impact of increased costs due to higher energy costs driven by direct carbon prices or taxes.

Physical risks

For physical risks, we tested current policies scenario (no climate action, global temperature at c. 3°C) and high temperature scenario (extreme case, global temperature greater than c. 3°C). We've selected the high temperature scenario to test our physical risks because as global temperature continues to rise, so would be negative impact of climate change resulting in extreme weather events capable to causing increasing damage to our physical infrastructure. From this scenario testing, the material physical risks identified were:

- increase in river and coastal flooding in our operating markets with the potential to disrupt operations
- damage to physical infrastructure and negative impact on revenues
- increase in air temperature resulting in increased cooling requirements and, consequently, higher energy costs
- extreme weather events such as tropical cyclones peculiar to two of our markets: Madagascar and Malawi.

The outcome of this scenario means we would need to implement necessary business resiliency plans to protect our critical physical infrastructure such as data centres and office buildings against the risk of flooding and extreme weather events and develop ways to improve the efficiency of our cooling operations, including sourcing for cleaner source of energy to address increased cooling needs.

Opportunities

For opportunities, we tested current policies scenario (no climate action, global temperature at c. 3°C) and net zero Paris Agreement aligned scenario (transition to net zero, global temperature at c. 1.5°C). This scenario was considered appropriate as the business will be more likely to benefit from the relevant opportunities of an early transition towards net zero than in a high temperature scenario.

Our most significant opportunities were improved cost efficiencies from adopting energy efficient and environmentally friendly technology or energy sources and improvement in share price valuation due to favourable investor sentiments as a result of actions taken by the group to achieve net zero.

There has been no significant change in our business requiring a refreshed scenario analysis this year. We will however continue to monitor the evolution of the climate challenge across our business and countries of operations and incorporate these into our scenario planning to ensure our climate response plans are aligned to the challenges faced by our business.

Risk management

Describe the organisation's processes for identifying and assessing climate-related risks

We have a robust enterprise risk management process which is uniformly implemented across all our operating subsidiaries. Our process for identifying and assessing climate-related risks follows our established risk management framework. The classification of climate risk has been completed using the TCFD's recommendations around physical and transition risks. See page 65 for details of our enterprise risk management framework. Our climate risks identification process includes an assessment of existing legal obligations for instance loan covenants, regulatory requirements in our operating jurisdictions and a continuous review of our external context to identify emerging risks themes that could have material impact on our business.

As climate change has been recognised by the Board as an emerging risk, this receives the ongoing attention of the Sustainability Committee and the Audit and Risk Committee as part of our risk review process. We mitigate physical climate risks through our business continuity management processes as well as the current initiatives to address climate risks. The details of these initiatives are contained within the environmental pillar of our sustainability strategy – see the Sustainability Report 2024 on www.airtel.africa.

Describe the organisation's processes for managing climate-related risks

The Group Executive Risk Committee (ERC) assesses and mitigates climate-related risks, with oversight by the Board through the Audit and Risk Committee and the Sustainability Committee. The Sustainability Committee directly oversees the implementation of our sustainability strategy, including climate-related actions and programmes related to our environmental objectives and meets monthly. Materiality assessment for risk mitigation is carried out on the basis of financial impact as are other business risks. Those risks where financial materiality or impact cannot be readily assessed, are assessed qualitatively.

Our head of strategy and sustainability is primarily responsible for the design and implementation of our climate response actions. For a detailed overview of our risk management process and framework, see pages 72-79.

Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management

The process of identifying and managing climate-related risks follows our existing enterprise risk management framework which allows for a uniform approach across the Group for risk management. However, our process for climate risk assessment and prioritisation departs from our standard enterprise risk management process. We rely on the use of climate risk frameworks such as the TCFD to categorise our climate risks as well as various external climate data sources to assess the drivers of our climate risks and opportunities. We're supported by The Carbon Trust, one of the leading environmental experts, in developing impact assessment for various climate scenarios. The output feeds back into our risk governance and management processes allowing for a more robust climate risk discussion by our executive management and the Board.

While we use impact and likelihood scales for assessing enterprise risk across our business, for climate risks we use three parameters for risk assessment – likelihood, velocity and potential financial impact. We use both qualitative and externally available quantitative data sets as part of our scenario analysis to determine the resilience of the business and for the prioritisation of climate risks.

We've identified appropriate quantitative metrics for measuring and tracking the impact of climate on our operations, and we will continue to review and identify other suitable metrics to reliably assess and measure our climate risks and opportunities on an ongoing basis.

Metrics and targets

Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process

We use the following metrics to measure and assess the impact of climate-related risks (CROs) and opportunities on our business. We will continue to assess the suitability of additional metrics that can be reliably measured for a more robust assessment of our climate risks and opportunities.

We've considered cross-industry metrics as per the TCFD implementing guidance and the cross-industry metric we report on currently is our absolute emissions for scopes 1, 2 and 3. We will continue to assess the suitability of reporting on other cross-industry metrics in the future as considered appropriate. Additionally, we do not currently use any internal carbon price for reporting our carbon emissions.

Metrics	Measure
Scope 1 emissions	tCO_2e
Scope 2 emissions	tCO_2e
Scope 3 emissions	tCO_2e
Total energy consumption	kWh

Disclose scope 1, 2 and, if appropriate, scope 3 greenhouse gas (GHG) emissions, and the related risks

Since the launch of our sustainability strategy in October 2021, we've been focused on understanding our scope 1, 2 and 3 emissions. We've developed internal methodology to accurately capture and report on our scope 1, 2 and 3 emissions. For our scope 1 and 2 emissions data, where dependency on external partners is not required, we're able to collect and report this data in line with our reporting cycle. For our scope 3 emissions data, which requires collection and verification from external partners, we're only able to report this with a lag of one year to ensure our scope 3 data has been subjected to reasonable internal verification before it's reported. Our scope 3 emissions data will be published when the full data is available from our partners, and fully verified.

We continue to engage with our partners to ensure full alignment of our climate agenda with their internal plans and commitment.

TCFD disclosures continued

	Measure	2021/22 (baseline)	2022/23	2023/24 (current year)
Scope 1 emissions	tCO_2e	65,180	67,266	82,871
Scope 2 emissions	tCO_2e	50,539	47,576	45,632
Total scope 1 and 2 emissions	**tCO_2e**	**115,719**	**114,842**	**128,503**
Scope 3 emissions	tCO_2e	792,336	856,996	n/a*
Total	**tCO_2e**	**908,055**	**971,838**	**–**

* Scope 3 emissions for 2023/24 will be published with a lag of one year

Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets

We are committed to achieving our net zero ambition by 2050 as was disclosed in our sustainability strategy. This commitment has led to the integration of our long-term planning process in our sustainability strategy to ensure the delivery of our sustainability objective as we deliver on our business objectives. This is reflected for instance in our capital expenditure planning process where our commitment towards renewable energy transition is a key driver in the planning for new sites' rollout and contract negotiations with our towerco partners, as are other considerations such as cost efficiency in the face of increased fuel price inflation. This integration of our strategic planning process and sustainability strategy is at the centre of our climate response plan to ensure we can deliver on our commitment to transition to net zero within our operations by 2050.

We've conducted an extensive feasibility study of our decarbonisation interventions and have a near-term target to reduce our carbon intensity by 62% and absolute emissions from our existing assets (before accounting for future business growth and network expansion) by 54% by 2032. We've taken a near-term target of 2032 which is ten years from our baseline of 2022. This year, we've continued the important work of developing more granular plans to support the actualisation of our broad climate ambition. We expect to report on progress of this exercise in future reporting.

We've identified specific KPIs which allow us to measure our performance and we will continue to evaluate the identification of other suitable KPIs which are most aligned to our climate risks and opportunities.

Members of our ExCo are financially incentivised to reduce our carbon footprint, and our incentive plan includes performance targets against achievement of our broader sustainability strategy of which carbon emission reduction is a key component. The incentives are linked to the delivery of sustainability strategy which cuts across four pillars and nine dedicated workstreams, among them, reduction of GHG emissions and environmental stewardship. These incentives are linked to the key result areas (KRAs) and the long-term incentive plan (LTIP) of our ExCo members as part of the annual performance evaluation process. The incentive plan is designed to ensure continued focus and delivery of year-on-year tactical plans which are important for the delivery of our long-term climate commitments.

Statement on Section 172 of the Companies Act 2006

Section 172 of the Companies Act 2006 requires the directors to promote the success of the company for the benefit of the members as a whole, having regard to the interests of stakeholders in their decision-making. In making decisions, the directors consider what is most likely to promote the success of the company for its shareholders in the long term, as well as the interests of the Group's other stakeholders. The directors understand the importance of considering the views of stakeholders and the impact of the company's activities on local communities, the environment, including climate change, and the Group's reputation.

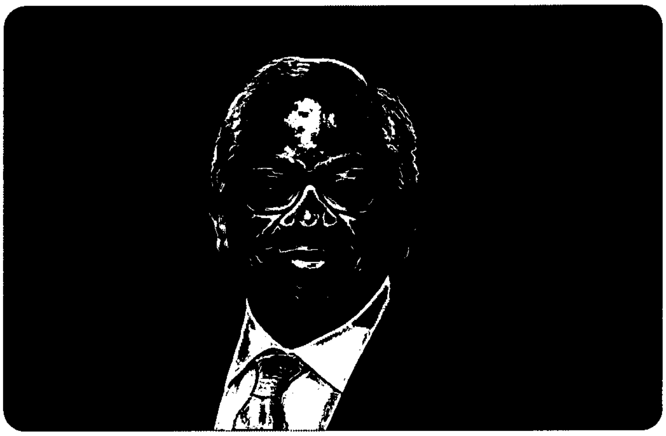
Examples of how the directors have oversight of stakeholder matters and had regard for these matters when making decisions are included throughout this Annual Report, together with details of strategic decisions and actions which are supportive of this section 172 statement.

The table below sets out the areas of this report which demonstrate how the directors have had regard to their section 172 responsibilities.

Section 172	Find out more	Page(s)
(a) The likely consequences of any decision in the long term	Strategic report	1-81
	Engaging with our stakeholders	124-125
	Sustainability Report	–
(b) The interests of the company's employees	Strategic report	1-81
	Engaging with our stakeholders	124-125
	Remuneration Committee report	146-165
	Sustainability Report	–
(c) The need to foster the company's business relationships with suppliers, customers and others	Strategic report	1-81
	Engaging with our stakeholders	124-125
	Sustainability Report	–
(d) The impact of the company's operations on the community and environment	Strategic report	1-81
	Engaging with our stakeholders	124-125
	TCFD disclosures	63-70
	Sustainability Report	–
(e) The desirability of the company maintaining a reputation for high standards of business conduct	Risk management	72-79
	Engaging with our stakeholders	124-125
	Audit and Risk Committee report	126-137
	Sustainability Report	–
(f) The need to act fairly as between members of the company	Strategic report	1-81
	Engaging with our stakeholders	124-125
	Remuneration Committee report	146-165
	Sustainability Report	–

Managing our risk

Understanding and managing our risk environment to support the Group's objectives



"We operate in 14 markets across Africa. Our markets offer both long-term growth opportunities and a diverse range of risks and uncertainties. Managing these risks is an essential part of delivering our strategy. It means we can continue to create value for our business and shareholders, and for the millions of people whose lives we help transform."

Ravi Rajagopal
Chair, Audit and Risk Committee

Identifying and managing risk

The directors have carried out a robust assessment of the company's principal and emerging risks to comply with Provision 28 of the Governance Code. We've designed our risk management framework to give us a consistent means of identifying, mitigating and monitoring risk across all 14 of our OpCos and Group entities. It provides senior management and our Board with oversight over our principal risks and promotes a bottom-up approach to identifying and managing risks across the Group.

Risk management governance

Our Board of directors has overall responsibility for the Group's risk management framework and processes. Through the Audit and Risk Committee, the Board oversees the Group's risk management framework and regularly reviews its principal risks as well as emerging risks that may impact the Group. Within that overarching framework, the governance of risk management has been cascaded to various levels across the organisation to allow effective management of the Group's risks. The framework covers the interplay between risks impacting Airtel Africa as a whole and risks identified at either the OpCo evel (geography-related) or the functional level (business function-related).

Our Group Executive Risk Committee (ERC) evaluates and prioritises the principal risks with the potential to undermine our strategy, business model and solvency, in line with our overall risk appetite. The committee also reviews on an ongoing basis the external business environment to identify emerging risks which could potentially have an impact on the Group's business in the future. Group functional teams identify functional risks cutting across our OpCos to create a consistent Group-wide risk mitigation strategy for similar risks.

We operate a similar risk management governance structure at Group level and within our OpCos, with both having an executive risk management committee, and with overall risk management responsibility resting with the respective Boards. Each OpCo identifies risks within their business environment and takes appropriate mitigation actions. The governance of risk management at each OpCo rests with the OpCo Executive Risk Committee (ERC) and the OpCo Board of directors, which is responsible for risk management processes and oversees the respective OpCo's principal risks and the effectiveness of its mitigation actions.

Risk governance

Board – Audit and Risk Committee

The Board has overall responsibility for the Group's risk management processes. Through the Audit and Risk Committee (ARC), the Board oversees the Group risk management framework, approves the Group's risk appetite, and regularly reviews our principal and emerging risks.

The Board maintains oversight of the effectiveness of the Group's risk management processes through regular reviews of the Group's principal and emerging risks. This year, the ARC carried out several detailed thematic risk reviews across several functions within the business (see pages 126 to 137 for the ARC chair's report).

Group Executive Risk Committee

The Group Executive Risk Committee (ERC) is responsible for the implementation of the risk management framework across the Group. The ERC reviews our significant risks and the progress and effectiveness of mitigation actions, ensuring that the Group operates within its defined risk appetite.

The ERC meets quarterly and carries out robust reviews of the Group's significant risks cutting across its operating markets and functions. It also reviews and discusses emerging risk trends with potential impact on the Group's business.

Functional risk management reviews

The Group executive functional heads are responsible for identifying and mitigating risks across the Group within their functional areas. They are responsible for embedding risk management within operational business processes. The Group's risk register is created from risks identified either by the Group functional heads or the OpCo Executive Risk Committees.

The Group functional heads carry out ongoing risk reviews as part of their operational functional processes. These risk reviews address risks within their functions across the Group's operating footprint.

OpCo Executive Risk Committee and OpCo Board

The OpCo Executive Risk Committee (ERC) performs a similar role to the Group ERC. It is responsible for implementing the risk management framework in our subsidiaries. It identifies risks within the local environment and mitigation actions to manage those risks. Each OpCo Board has overall responsibility for the risk management process within that OpCo.

The OpCo ERC meets on a quarterly basis while the OpCo Boards review the OpCo principal and emerging risks at least on a semi-annual basis.

Risk identification process

IDENTIFY

OpCo

Function

Risks are identified by analysing **external and internal** context both at an operating subsidiary and at a Group functional level

RISK ANALYSIS

Discuss and validate each risk

Identified risks are assessed on

Likelihood of occurrence | Impact/ consequence

RANK

Score and prioritise each risk

Each risk is then assigned a risk rating based on **the likelihood of occurrence** and the possible impact/ consequence

Risk rating

airtel

Airtel Africa's principal risks
Risks impacting the Group's strategy, business model and solvency

Emerging risks
Ongoing review of the external environment and potential risks

Our risk appetite framework

The Group's risk appetite framework and statement formalises the Group's risk appetite, tolerance limits and governance oversight processes to ensure that risks across the Group are managed within acceptable limits. Airtel Africa adopts a four-point scale for risk appetite, described below.

Open

We strongly accept these risks as they are incidental to the achievement of our business objectives. These risks provide good risk/reward trade-off, and internal competencies exist to manage or exploit these risks effectively.

Flexible

We're open to accepting these risks on a justifiable basis. We will consider available options and select the option that provides good returns with an acceptable level of risk in the pursuit of our objectives.

Cautious

We will accept these risks only if essential, with limited potential for a negative outcome. We prefer to avoid these risks and where these risks are accepted, the risks are carefully measured and monitored.

Averse

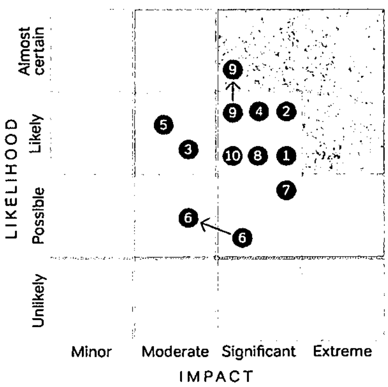
We're strongly opposed to these risks and prefer to avoid them. We're not open to any risk/return trade-off and will always accept the lowest risk option for these risks.

Managing our risk continued

How we classify our risks

Category	Description	Philosophy/approach	Reference in heat map
Strategic risks	These are risks arising from changes in our external business environment such as macroeconomic conditions or market/competitive dynamics	We operate in 14 countries across Africa with significant market opportunities arising from low penetration of telecommunications and banking services. The Group is bullish on the opportunities that Africa presents and is generally open to taking increased levels of risks to capture these market opportunities.	1 2 3
Operational risks	Risks affecting our ability to effectively operate our business model across a variety of functional areas	Delivering on the Group's strategic objectives requires an effective operating model, execution excellence and operational rigour, with a focus on customer satisfaction across the organisation. This operational excellence will ensure that the Group can continue to deliver incremental revenue growth at minimal marginal costs, resulting in a positive flow-through to profitability.	4 5 6 7 8
Financial risks	Risks impacting our liquidity or solvency, financial reporting, or capital structure	The Group is committed to prudent financial management built on a robust system of controls and effective business partnering. The Group is flexible in its risk-taking approach to financial management to support the Group's strategic growth objectives but averse towards any form of violation of its system of key financial and internal controls.	9
Governance and compliance risks	Risks affecting our ability to comply with our legal, regulatory and governance obligations	We are committed to complying with laws and regulations in the jurisdictions where we operate, and averse to violations of legal or regulatory obligations.	10

Risk heat map (residual risks)



Strategic risks

1 Adverse competition and market disruption
2 Digitalisation and innovation
3 Geopolitical risks and adverse macroeconomic conditions

Operational risks

4 Cyber and information security threats
5 Increase in cost structure
6 Leadership succession planning
7 Internal controls and compliance
8 Technology resilience and business continuity

Financial risk

9 Exchange rate fluctuations and shortage of foreign currency

Governance and compliance risk

10 Uncertainty in policy and regulatory environment

Currently, all principal risks are within our risk appetite

Residual risks

2023/24
2022/23

Changes in principal risks during the financial year

Risk	Changes
Geopolitical risks and adverse macroeconomic conditions	This is a new principal risk for the Group. In recent times, we've seen an increase in global geopolitical tensions and conflicts with the potential to impact the Group's business directly or indirectly. Additionally, we're seeing high inflation and rising cost of living in some of our markets, which have the potential to negatively impact the disposable income of consumers.
Technology obsolescence	This risk has been dropped as a standalone principal risk and is now part of '**Technology resilience and business continuity risk**'. Building a technologically resilient ecosystem that can support the Group's business operations requires that our technology stack is not only resilient in today's terms but also future-ready to adapt to changing business needs and environment.
Technology resilience and business continuity	This risk has been modified from '**Network resilience and business continuity**'. This revised risk description captures the full spectrum of our technological landscape and infrastructure which is critical to our ability to provide best-in-class products and services to our customers while at the same time improving our operational efficiency.
Uncertainty in policy and regulatory environment	This risk has been modified from our previously stated risk of '**Uncertain and constantly evolving legal and regulatory requirements and environment**'. This change was necessary to aptly convey the true nature of the risk we face. The Group takes all reasonable effort to comply with its legal and regulatory obligations in all the jurisdictions where it operates. However, in some markets, we're increasingly faced with the risk of unanticipated changes in the policy environment and legal/regulatory requirements.
Leadership succession planning	The residual risk rating for this risk has been revised downwards as reflected on the heat map. This is attributed to the concerted actions that have been undertaken over the past couple of years to improve our leadership bench strength across the Group particularly through our 'build' strategy. While this continues to be a principal risk, we assess the potential business impact of this risk to be lower compared to the previous financial year.
Exchange rate fluctuations and shortage of foreign currency	The residual risk rating for this risk has been revised higher as reflected on the heat map. This financial year, we have experienced higher than usual rates of currency devaluation across some of markets with attendant impact on our financial results. Consequently, the overall risk rating for this risk has been revised to reflect current business realities.

Principal risks and mitigation

Strategic risks

Description of risk	How we mitigate this risk	Key developments in the year	Risk appetite	Risk owners
Risk 1 Adverse competition and market disruption				
We operate in an increasingly competitive environment across our markets and segments, particularly with respect to pricing and market share. Aggressive competition by existing players or the entry of a new player could put a downward pressure on prices, adversely affecting our revenue and margins, as well as our profitability and long-term survival. The nature and level of the competition we face varies for each of our markets, products and services.	1 Ongoing monitoring of competitive landscape and competitor activities. 2 Emphasis on customer experience, affordability, product penetration and development of our product portfolio. 3 The continued growth of our Airtel Money business and the increased penetration of our GSM customers using Airtel Money services helping to increase customer 'stickiness' on our network. 4 Simplifying customer experience through self-care and other applications across several customer touchpoints.	1 Launch of two new businesses: Nxtra by Airtel to meet the growing demand for data centre capacity on the continent, and Telesonic, a wholesale fibre unit to meet the need for wholesale data (see page 46). Continued investment in spectrum assets through the renewal of 2100 MHz spectrum in Nigeria and acquisition of new spectrum bands in Uganda (see page 21).	Open	Chief commercial officer
Risk 2 Digitalisation and innovation				
Failure to innovate through simplifying the customer experience and developing adequate digital touchpoints in line with changing customer needs and the competitive landscape could lead to loss of customers and market share. We need to continually innovate to simplify our user experience, make our business processes more agile, and develop more digital touchpoints to reach our customers and meet their changing needs.	1 Rollout of digital apps and self-care channels to simplify customer experience. 2 Focus of Digital Labs on developing cutting-edge digital solutions to address customer needs and solve complex problems using the latest technologies. 3 Simplifying our core IT systems and integration. capabilities to allow for faster deployment of new products and services and integration with third-party applications.	1 Continued strengthening of our digital team through the addition of senior staff resource within the team and introduction of digital skills training programmes for OpCos. 2 Establishing the digital shared services function, a dedicated central team of technology and digital experts, which provides support to our core telco and mobile money businesses spanning the full customer life cycle from journey design, product development, rollout and growth. 3 Implementation of modernised technology, deeper integration of machine learning and scaling of agile ways of work across Group and OpCos.	Open	Chief information officer and chief commercial officer
Risk 3 Geopolitical risks and adverse macroeconomic conditions				
Global geopolitical tensions have the potential to impact our business directly and indirectly. For instance, the war in Ukraine has resulted in a global increase in food and energy prices reflecting the interconnectedness of the global supply chain and the indirect impact on not only the cost of our inputs but also the disposable income of our customers due to rising food prices. Relatedly, in recent years, we've seen changes in the political environment of some countries in the west and central part of Africa creating some level of uncertainty in the policy environment. Consequently, adverse macroeconomic conditions such as rising inflation and increased cost of living not only puts pressure on the disposable income of consumers but also increases the cost of inputs for businesses negatively impacting sales and profitability.	1 Improving the overall resilience of our business through effective strategic investment, optimal operating model, and a solid financial base. 2 Building resilience through our supply chain to minimise the potential disruptions. 3 Ongoing monitoring of external environment and macroeconomic trends to ensure adequacy of risk response plans. 4 Continuous cross-industry engagement on key policy matters.	1 Continued diversification of energy sources towards renewable energy through strategic agreement with our towerco partners to reduce the impact of increasing fuel prices. 2 Ongoing engagement with our key stakeholders, including active participation in industry bodies and forums to drive progressive policy development. 3 Continued deleveraging of our balance sheet (see page 49).	Flexible	Chief financial officer, chief supply chain officer and chief regulatory officer

Key to our strategic pillars

Win with technology Win with distribution Win with data Win with mobile money Win with cost Win with people

Principal risks and mitigation continued

Operational risks

Description of risk	How we mitigate this risk	Key developments in the year	Risk appetite	Risk owners
Risk 4 Cyber and information security threats				
Cybersecurity threats through internal or external sabotage or system vulnerabilities could potentially result in customer data breaches and/or service downtimes. Like any other business, we're increasingly exposed to the risk that third parties or malicious insiders may attempt to use cybercrime techniques, including distributed denial of service attacks, to disrupt the availability, confidentiality and integrity of our IT systems. This could disrupt our key operations, make it difficult to recover critical services and damage our assets.	1 Security posture assessments and control gap review across the technology stack to identify security solutions and tools to address inherent and emerging risks. 2 Security assessments covering technology infrastructure and applications to identify security risks on a continual basis. 3 Cybersecurity awareness programmes, including mock exercises, such as phishing simulation to evaluate preparedness of employees and effectiveness of security tools. 4 Introduction of customer security awareness initiatives.	1 Onboarding of key controls such as integrated multi-factor authentication with single sign-on, web application firewall, integration of cyber threat intelligence, data loss prevention, security incident response, attack surface management, dark web monitoring, continuous penetration testing and threat management. 2 ISO 27001 and ISO 22301 certification for the SmartCash PSB business. 3 ISO 27001, ISO 22301 annual surveillance certification for all operating entities and the head office.	Averse	Chief information officer
Risk 5 Increase in cost structure				
Adverse changes in our external business environment and/or supply chain processes could lead to a significant increase in our operating cost structure and negatively impact profitability. Our operating costs are subject to supply chain risks, including fluctuations in global commodity prices, market uncertainty, energy costs (such as diesel and electricity), and the cost of obtaining and maintaining licences, spectrum and other regulatory requirements. Prevailing macroeconomic conditions and a variety of other factors beyond our control, such as rising global inflation and the impact of the war in Ukraine on the prices of commodities, also contribute to this risk. To mitigate this risk, the Group continually re-evaluates its operating model and cost structure to identify innovative ways to optimise our costs and improve profitability. During the financial year, there was significant inflation in the price of fuel (diesel) putting pressure on our operating costs, particularly in our Nigeria operation. This fuel price inflation resulted in an opex increase of $245m in the financial year attributed to increases in the cost of diesel.	1 Continuous review of our operating model and supply chain processes to identify cost optimisation opportunities. 2 Rolling out various initiatives to optimise our operating structure to improve business performance. 3 Long-term planning and buying strategies mitigating the effects of short-term disruptions within our supply chain.	1 We've started the process of transitioning to renewable energy sources for new site deployment and the conversion of existing off-grid sites to on-grid or renewal energy sources in partnership with our towerco partners, in line with our sustainability strategy and as a long-term cost optimisation initiative. 2 Continued digitalisation of our sales and customer touchpoints and other parts of our business to drive cost savings and improve overall efficiency.	Flexible	Chief supply chain officer
Risk 6 Leadership succession planning				
We need to continually identify and develop successors for key leadership positions across our organisation to ensure minimal disruption to the execution of our corporate strategy. Our ability to execute our business strategies depends in large part on the efforts of our key people. In some of the countries in which we operate, there is a shortage of skilled telecommunications professionals. Any failure to successfully recruit, train, integrate, retain and motivate key skilled employees could have a material adverse effect on our business, the results of our operations, financial condition and prospects.	1 Leadership development planning through skills and competency assessments for critical roles. 2 Regularly update succession plans for the OpCo's and Group OpCo Executive Committees. 3 Long- and short-term incentives for retention of high-performing talent. 4 Talent mapping a larger talent pool across Africa, Europe, and Asia to meet current and future business needs. 5 Inclusion of succession plans in leadership KPIs across the Group.	1 We launched our 'Women in technology' programme to accelerate women leadership in our technology functions across the organisation. 2 Airtel Africa mobility programme: developing the diversity of our talent pool through inter-OpCo transfers in the form of short- and long-term assignments. 3 Developed and implemented graduate programme for fresh talent to grow as part of a long-term leadership pipeline strategy. 4 Coaching and mentorship programmes through the executive leadership development programme. 5 Accelerated our 'build' strategy to develop more internal talent and high performers for leadership roles.	Cautious	Chief human resources officer

Key to our strategic pillars

Win with technology Win with distribution Win with data Win with mobile money Win with cost Win with people

Operational risks continued

Description of risk	How we mitigate this risk	Key developments in the year	Risk appetite	Risk owners
Risk 7 Internal controls and compliance				
Gaps in our internal control and compliance environment could affect our reputation and lead to financial losses. Our financial reporting is subject to the risk that controls may become inadequate due to changes in internal or external conditions, new accounting requirements, or delays or inaccuracies in reporting. We continue to implement internal risk management and reporting procedures at the Group and OpCo levels to protect against risks of internal control weaknesses and inadequate control over financial reporting. Additionally, the Group continues to review the effectiveness of its risk management and internal control framework to ensure full compliance with Provision 29 of the UK Corporate Governance Code 2024. While this provision will take a few years to take effect, the Group has initiated internal assessment reviews on the appropriate framework and methodology to evidence compliance to this provision when it takes effect.	1 Ongoing self-reviews and continuous strengthening of the Group's internal controls over financial reporting framework and compliance processes. 2 Addressing and mitigating findings from Internal Audit, with oversight from the Audit and Risk Committee. 3 Implementing a robust system for assessing and monitoring key controls across the Group, and commissioning of independent assurance testing of internal controls.	1 Further enhancement to our Internal controls over financial reporting (ICOFR) framework with a focus on our Airtel Money business. 2 Deployment of self-validation processes on our key internal controls improving the overall quality of control design, operating effectiveness, execution, and monitoring across the organisation. 3 External independent evaluation on the adequacy of our control design and operating effectiveness testing.	Averse	Chief financial officer
Risk 8 Technology resilience and business continuity				
Our ability to provide quality of service (QoS) to our customers and meet QoS requirements depends on the robustness and resilience of our technology stack and ecosystem encompassing hardware, software, products, services and applications, and our ability to respond appropriately to any disruptions. Furthermore, a resilient technology stack is critical for improving our operational efficiency and essential to the achievement of the goals that we've set for ourselves. However, our telecommunications networks are subject to risks of technical failures, aging infrastructure, human error, wilful acts of destruction or natural disasters. This can include equipment failures, energy or fuel shortages, software errors, damage to fibres, lack of redundancy plans and inadequate disaster recovery plans.	1 Implementing disaster recovery sites to provide back-up for our networks and IT infrastructure across our OpCos. 2 Regular testing of fallback plans for network and IT systems to ensure reliability of switch over from active to redundant nodes in the event of a disaster.	1 Disaster recovery sites are in place for critical applications and disaster recovery drills now occur at regular intervals.	Cautious	Chief technology officer and chief information officer

Key to our strategic pillars

Win with technology · Win with distribution · Win with data · Win with mobile money · Win with cost · Win with people

Principal risks and mitigation continued

Financial risks

Description of risk	How we mitigate this risk	Key developments in the year	Risk appetite	Risk owners

Risk 9 Exchange rate fluctuations and shortage of foreign currency

Description of risk

Our multinational footprint means we're constantly exposed to the risk of adverse currency fluctuations and the macroeconomic conditions in the markets where we operate. We derive revenue and incur costs in local currencies where we operate, but we also incur costs in foreign currencies, mainly from buying equipment and services from manufacturers and technology service providers. That means adverse movements in exchange rates between the currencies in our OpCos and the US dollar could have a negative effect on our liquidity and financial condition. In some markets, we face instances of limited supply of foreign currency within the local monetary system. This negatively impacts our ability to make timely foreign currency vendor payments and constrains our ability to fully benefit at the Group level from strong cash generation by those OpCos.

Given the severity of this risk, specifically in some of our OpCos, Group management continuously monitors the potential impact of this risk of exchange rate fluctuations based on the following methodology:

- Comparing the average devaluation of each currency in the markets in which the Group operates against US dollar on a three-year and five-year historic basis and onshore forward exchange rates over a one-year period.
- If either of the above devaluations is higher than 5% per annum, management selects the highest of these exchange rates.
- Management then uses this exchange rate to monitor the potential impact of using that rate on the Group's income statement so that the Group can actively monitor and assess the impact on the Group's financials.

Based on this methodology, the weighted average yearly potential devaluation of the basket of currencies in which the Group is exposed is estimated to be in the range of 7% to 8%.

With respect to currency devaluation sensitivity going forward, on a 12-month basis assuming that the USD appreciation occurs at the beginning of the period, a further 1% USD appreciation across all currencies in our OpCos would have a negative impact of \$45m – \$47m on revenues, \$21m – \$22m on EBITDA and \$21m – \$23m on foreign exchange loss (excluding derivatives). Our largest exposure is to the Nigerian naira, for which on a similar basis, a further 1% USD appreciation would have a negative impact of \$10m – \$11m on revenues, \$5m – \$6m on EBITDA and \$8.5m – \$10.5m on foreign exchange loss (excluding derivatives).

This does not represent any guidance and is being used solely to illustrate the potential impact of further currency devaluation on the Group for the purpose of exchange rate risk management. The accounting under IFRS is based on exchange rates in line with the requirements of IAS 21 'The Effect of Changes in Foreign Exchange' and does not factor in the above-mentioned devaluation.

How we mitigate this risk

1 Renegotiating forex-denominated contracts to local currency contracts.
2 Hedging foreign currency denominated payables and loans, and matching assets and liabilities, where possible.
3 Adequate funding arrangements to mitigate any short-term liquidity constraints caused by fluctuations in forex supply.
4 Geographical diversification enables access to liquidity across our footprint.

Key developments in the year

1 Devaluation of the Malawian kwacha by the Reserve Bank of Malawi and devaluation of the Nigerian naira by the Central Bank of Nigeria (see page 50).

Risk appetite

Flexible

Risk owners

Chief financial officer

Key to our strategic pillars

Win with technology Win with distribution Win with data Win with mobile money Win with cost Win with people

Governance and compliance risks

Description of risk	How we mitigate this risk	Key developments in the year	Risk appetite	Risk owners
Risk 10 Uncertainty in policy and regulatory environment				
We operate in diverse legal and regulatory environments. Establishing and maintaining adequate procedures, systems and controls enables us to comply with our obligations for the services we provide to our customers in all the jurisdictions where we operate. In some of our markets, we're faced with the risk of unanticipated changes in the legal and regulatory environment and compliance requirements, exposing us to adverse financial and reputational impact.	1 Instituting various policies across the Group to comply with obligations in jurisdictions where we operate. 2 Continuing engagement with regulators and active participation in industry bodies on key policy matters. 3 Regular compliance tracking, identifying root causes for cases of non-compliance and taking corrective actions. 4 Escalation process for reporting significant matters to the Group HQ in a timely manner. 5 Communicating with and training employees on relevant company policies.	1 Airtel Uganda Limited was listed on the Uganda stock exchange in compliance with the 20% minimum public listing obligation for all National Telecom Operators under the Uganda Communications (Fees & Fines) (Amendment) Regulations 2020 (see page 21). 2 The Nigerian Communications Commission issued an industry-wide directive for the barring of all SIMs without a corresponding National Identity Number (NIN) (see page 20). 3 Participated in a number of industry policy events through the GSMA, where our chief regulatory officer is the current Chair of the GSMA sub-Saharan Africa Policy Group, an industry group which focuses on issues relating to public policy, regulation, spectrum management, and advocacy, among others.	Averse-cautious	Chief regulatory officer and chief legal officer

Key to our strategic pillars

Win with technology Win with distribution Win with data Win with mobile money Win with cost Win with people

Emerging risks

Climate change: we continue to evaluate the potential impact of climate change on our business operations and on the economies in which we operate. In October 2021, we launched an ambitious sustainability strategy that underpins our well-established corporate purpose of transforming lives. As part of our 'reduction of greenhouse gas (GHG) emissions' goal, our ambition is to achieve net zero emissions ahead of the 2050 deadline set out in the Paris Agreement. To achieve this, we understand the importance of fully identifying, measuring and reducing GHG emissions, which can only be achieved in partnership with our peers and the wider industry.

In January 2022, we engaged The Carbon Trust, one of the world- leading environmental consultancies, for their advice and assistance with several aspects of our GHG emissions' measurement, management and reporting. In October 2022, we published our first Sustainability Report 2022 where we set out the framework for our decarbonisation strategy and published our scope 1, 2 and 3 baseline GHG emissions. In 2023, we followed up with the publication of 'Our journey towards a net zero future' where we set out our decarbonisation strategy for scope 1, 2 and 3. For more details, visit www.airtel.africa.

Our long-term viability statement

The preparation of this long-term viability statement involved the Board reviewing the Group's long-term prospects and ability to meet future commitments and liabilities as they fall due over the three-year review period, including scenario analysis on liquidity events through stress and sensitivity tests to assess the resilience and strength of our forecasts.

Viability statement of Airtel Africa plc

In accordance with provision 31 of the 2018 UK Corporate Governance Code, the Board assessed our long-term strategic prospects, as well as the ability of the Group to meet future commitments and liabilities as they fall due within the assessment period.

The Group prepares a ten-year strategic business plan which is used for long-term forecasting purposes and impairment testing (including strategic decisions such as capital investment) and is aligned with the average life of our regulatory licences and network assets and the potential opportunities in the under-penetrated emerging African telecom sector.

For the purpose of our long-term viability assessment, the Board primarily focuses on liquidity and assesses the Group's long-term viability over a three-year period for the following reasons:

- Our three-year liquidity plan matches the current visibility of the tenure of our financing arrangements and;
- Key macroeconomic and political developments which impact on our headroom and liquidity include currency devaluation, inflation, fiscal policies and sovereign credit ratings. Our visibility of the impact that these factors have on debt markets generally reduces past three years.

While the Board believes the Group will be viable over a longer period, given the inherent estimation uncertainty involved in forecasting liquidity assumptions over a longer period, the Board concluded that a three-year period provides a reasonable degree of confidence in forecasting liquidity while assessing longer-term prospects. Although our long-term viability assessment is performed over a three-year period, which matches the current tenure of our financing arrangements as a matter of prudence, the Group also assessed viability on a five-year time horizon. Given the maturities of our existing financing arrangements, which are materially within the three-year period, the assessment on this five-year period did not result in material changes in conclusion as compared to the three-year assessment period. For goodwill impairment test, the Group has used a ten-year period, taking into account the nature of markets in which the Group operates, the period of its licences, etc. as against the three-year period for viability assessment which focuses on the Group's liquidity.

In assessing the Group's longer-term prospects, the directors considered both 4G/5G cellular network potential in the markets in which the Group operates. Given the relatively low 4G customer penetration in 14 markets of operation, mobile penetration is forecast to reach 50% by 2030 compared to global average of 73%. While continuing to invest in 5G network to be ready for future demands, in the short to medium term, the Group will continue to focus on its strategy to expand data services and increase data customer penetration by leveraging and expanding its leading 4G network. Furthermore, the rollout of 5G network should primarily cater for home broadband (HBB) and enterprise customers in top five cities of our key markets.

In assessing mobile money's longer-term prospects, the Group considered that it operates in countries with limited traditional banking services, high cash dependence and high cost of banking which presents us vast opportunities to expand the mobile money business. The Group's strategy for its mobile money value proposition aims at safety, ease and convenience, assured float and cash availability, and

Board's assessment

Assessment period
The viability assessment is based on our current business model (see pages 22-23 of this report), a three-year prospect horizon, and our strategy (see pages 24-33).

Long-term prospects and headroom analysis
Our three-year plan has been prepared considering organic growth potential in the geographies where we operate.

Principal risk assessment
Our risk evaluation is described on pages 72-79. While each principal risk has been carefully evaluated both individually and collectively and an adequate monitoring and mitigation plan has been defined, we have also considered sensitivity analysis and stress tests on the three-year projections.

Scenario analysis
We have quantified the impact of sensitivities on cash and liquidity headroom availability, both individually and collectively, in a reasonable worst-case scenario. In assessing the impact of sensitivities on cash and liquidity headroom, we have considered various mitigating actions which could be undertaken to ensure sufficient liquidity.

Assessment of headroom based on forecast cash flows and sensitivities to assess our ability to meet future commitments and liabilities as they fall due over the next three years.

trust. Additionally, mobile money continues to leverage on the GSM business by onboarding more mobile services customers, building a strong merchant ecosystem and expanding distribution channels.

This assessment is prepared based on our business strategy. Adequate sensitivities and stress tests have been conducted through various scenarios, both individually and collectively, based on our overall risk assessment framework.

Our multinational footprint means we're constantly exposed to the risk of adverse currency fluctuations and the macroeconomic conditions in the markets where we operate. We derive revenue and incur costs in local currencies where we operate, but we also incur costs in foreign currencies, mainly from buying equipment and services from manufacturers and technology service providers. That means adverse movements in exchange rates between the currencies in our OpCos and the US dollar could have a negative effect on our liquidity, financial condition and long-term prospects. In some markets (Nigeria and certain East African markets), we face instances of limited supply of foreign currency within the local monetary system. This not only constrains our ability to fully benefit at the Group level from strong cash generation by those OpCos but also impacts our ability to make timely foreign currency payments to our international suppliers. Given the severity of this risk, especially in some OpCos, Group management continuously monitors the potential impact of this risk of exchange rate fluctuations as well as the limited supply of foreign currency and performs stress tests while assessing the Group's liquidity and prospects. The Group factors in the limited supply of foreign currency by way of considering potential devaluation, noting that an actual devaluation in future might result in better availability of foreign currency. In 2023/24, we witnessed a significant currency devaluation in Nigeria (refer to page 50 for more details) and other devaluations, mainly in East Africa. Following the devaluation of the Nigerian naira and subsequent realignment of the several market exchange rates, we noticed an improvement in US dollar liquidity.

In some markets, our operating costs are subject to fluctuations in global commodity prices, market uncertainty, energy costs (such as diesel and electricity) and so on. Prevailing macroeconomic conditions and a variety of other factors beyond our control, such as rising global inflation and the increase in global geopolitical tensions and conflicts, also contribute to this risk. To mitigate this risk, the Group continually re-evaluates its operating model and cost structure to identify innovative ways to optimise our costs and improve profitability.

The company ended the year in a strong cash position. Despite foreign exchange headwinds, net cash generated from operating activities in the last 12 months was $2.3bn, and our net debt to EBITDA ratio is 1.4 x at the end of this financial year. Our cash balances, in conjunction with $351m of committed undrawn facilities at the date of approval of these financial statements, ensure we can continue to meet our financial obligations. With regard to the repayment of the last remaining portion of the HoldCo bond of $550m, due in May 2024, Airtel Africa expects to pay this through HoldCo cash already built up from continued strong upstreaming performance and thus expects no need for refinancing at HoldCo. In light of current prudent leverage levels of the consistent strong operating cash generation and HoldCo cash accretion from upstreaming performance of the company, the Board launched a share buy-back programme in March 2024. The company plans to purchase up to $100m worth of the company's shares over a 12-month period, subject to applicable regulatory and market conditions.

The Group will continue to benefit from population growth and the need for increased connectivity and financial inclusion in the medium to long term in the countries where we operate. In this respect, in 2023/24, the Group invested about $889m in capex, $737m in tangible capex, and $152m in spectrum acquisition in line with guidance. The vast majority of this capital expenditure is aimed at continuing to capture the growth opportunities across our footprint by increasing the coverage and capacity of our network as well as expanding our distribution.

The key risks considered in the stress tests, keeping in mind the demographic and sectoral dynamics along with their potential negative impacts, are detailed here:

Sensitivity performed	Link to principal risks and uncertainties	Description
Slowdown in revenue growth	• Adverse competition and market disruption • Digitalisation and innovation • Geopolitical risks and adverse macroeconomic conditions • Cyber and information security threats • Technology resilience and business continuity	Revenue is projected on a number of assumptions such as subscriber base, rates and change in average revenue per user. A change in any of the assumptions due to adverse competition and market disruption may affect overall revenue growth. In most cases, changes in one such assumption (e.g., in rates) are compensated either fully or marginally by a corresponding change in other variables (e.g., subscriber base). Changes not fully compensated lead to a reduction in the rate of revenue growth. We've modelled stress test scenarios for various levels of slowdown across segments and revenue streams.
Increase in operating expenses	• Increase in cost structure • Geopolitical risks and adverse macroeconomic conditions • Digitalisation and innovation	With operations spread across 14 markets and each country having a different macroeconomic and business environment with exposure to different levels of geopolitical risks, there is always a risk of operating costs increasing beyond projected levels.
Unanticipated regulatory and tax levies	• Uncertainty in policy and regulatory environment • Internal controls and compliance	As we work in diverse and dynamic legal environments, it's necessary to establish and maintain adequate procedures, systems and controls to ensure we comply with our obligations in all the jurisdictions in which we operate. There will always be a risk of unanticipated regulatory and tax levies affecting our profitability and, therefore, additional tax and regulatory levies have been considered in the stress tests.
Currency devaluation	• Exchange rate fluctuation and shortage of foreign currency	We're constantly exposed to the risk of adverse currency fluctuations, given our operations in 14 different markets with different functional currencies. Furthermore, we could face low availability of foreign currency in some of our markets constraining our ability to fully benefit at the Group level from the strong cash generation of our local businesses. We've stress tested the plan for various levels of currency devaluation across operating entities, including the risk of availability of foreign exchange, leading to repatriation of cash from operating entities to the Group holding companies and the resulting impact on cash flows and liquidity headroom at the Group level.

As part of our assessment, in considering the above sensitivities we've also factored in possible mitigations against such sensitivities. None of the sensitivities (net of possible mitigations) impact our opening headroom by more than 10%.

Conclusion

The results of stress-testing our forecasts over the three-year period for the above sensitivities demonstrate that the Group will be able to withstand these impacts over the period of its financial forecasts. The Board has a reasonable expectation that no single or plausible combination of events would affect long-term viability, even under the severe stress tests, and the Group would be able to continue operating and meet its liabilities over the three-year period.

In order to reach this conclusion, the Board has considered:

- Possible actions to mitigate the impact of risks in the severe stress tests, including limiting or delaying discretionary capital expenditure without compromising on network quality, optimising operating expenditure and reducing or stopping dividend payments
- Accessing additional funding, including financing facilities and access to the debt capital markets in order to repay debt which matures over the three-year period while maintaining adequate liquidity headroom
- The internal and external environment, current and long-term prospects, and the strategic intents and directions adopted by management
- The risk framework, potential sensitivities around the principal risks and mitigating factors

The Board has concluded that the Group would be in a position to access debt capital markets and meet our financing needs as and when required.

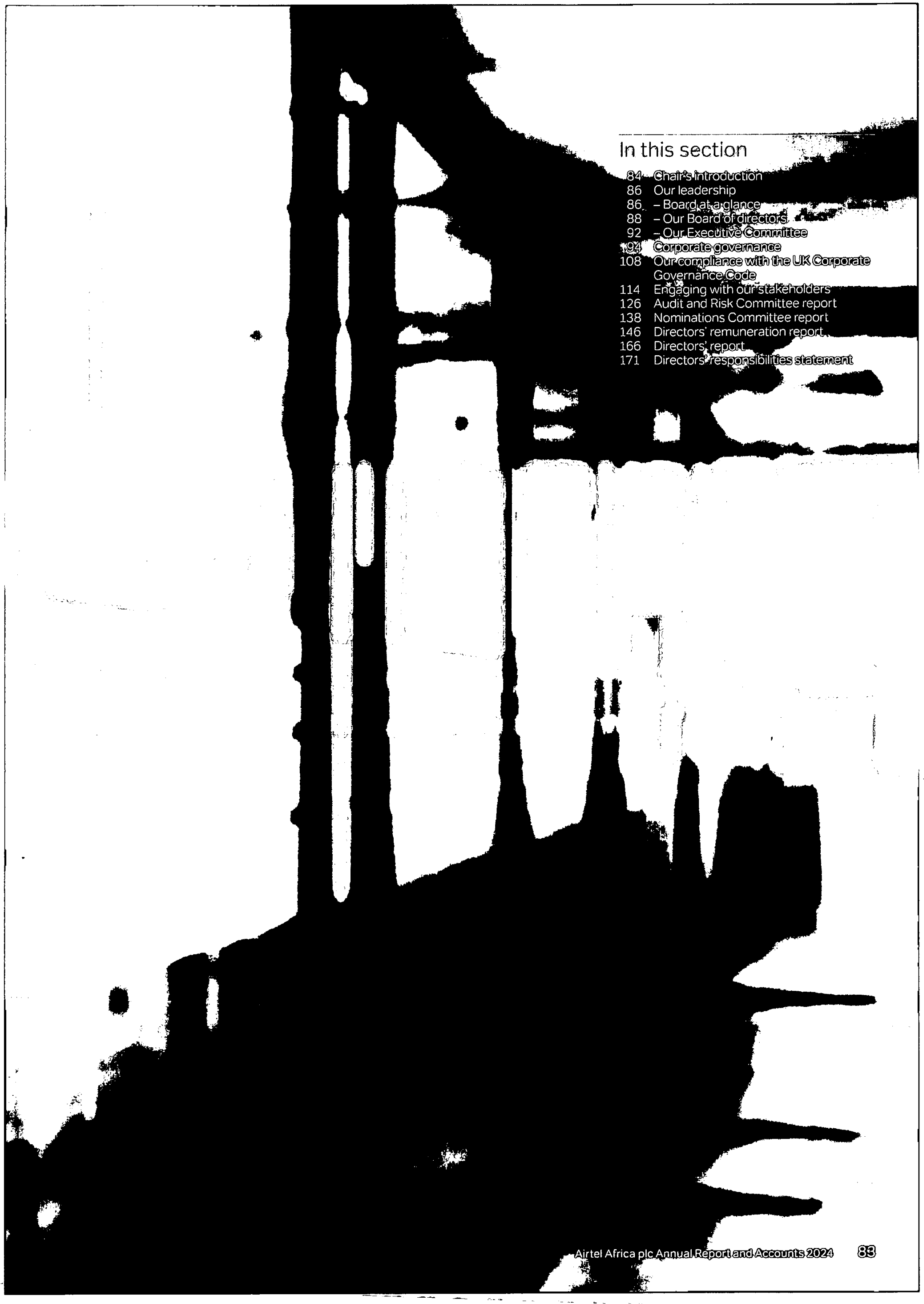
Based on this assessment and in accordance with requirements of provision 31 of the 2018 UK Corporate Governance Code, the Board has concluded that we have the ability to continue our operations and be able to meet our commitments and liabilities over the assessment period.

The strategic report was approved by the Board of directors on 8 May 2024 and signed on its behalf by:

Olusegun Ogunsanya
Chief executive officer

8 May 2024

Governance report



In this section

Chair's introduction

Robust governance

Our robust governance mechanism has built resilience into our business and has uniquely shaped us to capitalise on market opportunities.

Sunil Bharti Mittal
Chair

On behalf of the Board, I'm pleased to share our corporate governance report for the financial year 2023/24.

In this report, we give our investors and other stakeholders an insight into the governance activities of our Board and its committees over the past year.

Our Board acts in the long-term interests of our key stakeholders to achieve our purpose of transforming lives. Our corporate strategy drives our sustainable revenue growth. And our sustainability strategy underpins our social environmental and governance performance. We do our best to lead by example.

Over the past five years, by aligning our purpose, values, strategy and culture and enhancing our corporate reporting, we've demonstrated our commitment to transparency, stakeholder engagement and the highest standards of corporate governance and regulatory compliance. This year, we're publishing our Annual and Sustainability Reports at the same time – giving shareholders and other stakeholders a full overview of our financial and non-financial performance. These two reports have their own objectives, but together tell the story of how we continue to deliver our strategy, the transformative impact we have on people and society, and the people-focused approach we take to being a responsible business in Africa.

Strategy

Overseeing and implementing our strategy are key responsibilities of the Board, and this was reflected in our activities throughout the year.

In October, the Board spent two days together reviewing the Group's 'Win with' strategy, which is underpinned by our sustainability strategy and designed to deliver long-term value for all our stakeholders. Both our strategy and our business model have shown their strength during a year in which some markets experienced strong political and economic headwinds. Inflationary pressures coupled with continuing FX shortages in Malawi and Nigeria presented significant challenges. Remaining focused on our growth strategy, strong operational execution and margin resilience enabled us to withstand formidable challenges during a period of unprecedented market volatility driven by macroeconomic and geopolitical factors.

The Board continued to make sure that our resourcing – our capital, finance and people – is sufficient to achieve our strategy while continually improving performance and diversity. For example, repaying the HoldCo debt, due in May 2024, will ensure the continued success of our balance sheet and derisking strategy. This positions Airtel Africa to meet the unique opportunities for telecoms and mobile money in sub-Saharan Africa, where customers and societies are still underserved by mobile, digital and banking services – such as our new data centre business, Nxtra by Airtel, launched in December 2023.

The Uganda Initial Public Offering (IPO) is an example of the Board continuing to support local shareholders and markets while meeting its regulatory obligations.

See page 99 for more detail on how the Board implemented our strategic goals during the year.

Sustainability

Sustainability is absolutely critical to our 'Win with' strategy and a key focus area for our Board and leadership. We're making noteworthy progress on our ESG performance. I'm pleased to report that we're on track to deliver on our net zero emissions targets with the launch of our scope 3 commitment. We continue to work collaboratively with partners and stakeholders to achieve our sustainability goals, including through our landmark five-year partnership with UNICEF. This gives children access to free educational resources, with the goal of reaching one million children through our programmes by 2027. Our progress here not only reflects our commitment to corporate social responsibility, but also the remarkable contributions of our team members who make it possible.

Enhancing diversity

The Board continues to support programmes and initiatives across the Group to nurture key talent and improve diversity and inclusion at all levels. We regularly review our recruitment processes to make sure they support our aims. We've made good progress this year in improving the gender balance of our wider senior leadership team, particularly at the country managing director and senior leadership level. During the reporting period, 35.4 % of new senior managers and above appointments were women, and our female representation increased to 28.3% from 26% in the previous financial year. We've again included a gender balance metric in our executive directors' variable pay scorecard to continue to improve the balance of our workplace.

Remuneration

Last year, I wrote about the complexity and challenges when it comes to finding, attracting and retaining highly skilled people across all the countries in which we operate. While we do everything we can to apply good practices and fit within a UK compliance framework, we must balance our ambitions with the realities and demands of the highly competitive African market. In this light, I was pleased to see the Investment Association recently acknowledge that to operate on a level international playing field, FTSE companies need to be able to use greater discretion – both over the sums awarded in long-term incentive share schemes and the use of so-called hybrid plans incorporating restricted stock.

An effective and improving Board

This year was also an active one for changes to our Board, as overseen by our Nominations Committee.

I'd particularly like to recognise the contributions of two Board members who stepped away this year. After joining the Bharti Airtel Limited Board as an independent director, Doug Baillie also retired from Airtel Africa. Over nearly five years, he consistently brought valuable insight, support and guidance as an independent director on our Board and chair of the Remuneration Committee. Doug carefully handed over the role of Remuneration Committee chair to Tsega Gebreyes, enabling a smooth transition. We're delighted that Doug remains connected to the wider Group and that we can continue to benefit from his expertise.

Kelly Bayer Rosmarin also left the Board in October 2023. She had served as a director for two years after being nominated by our controlling shareholder as per the terms of the relationship agreement.

John Danilovich has also informed the Board that he'll retire as an independent non-executive director at the end of this year's AGM in July 2024.

In January 2024, we announced that our CEO Olusegun (Segun) Ogunsanya would be retiring later in the year and that Sunil Taldar would be stepping into this critical role. Sunil joined Airtel Africa in October 2023 as our director of Transformation. After a transition period, on 1 July 2024 Sunil will become CEO and executive director on the Board and Segun will retire.

On behalf of the Board, I would like to thank Segun for his huge commitment and contribution to Airtel Africa as CEO and before that as managing director and CEO of Nigeria, our largest market in Africa. Under Segun's leadership, we've maintained double-digit revenue growth and continued to deliver new, industry-leading products to our customers across Africa.

In addition, as Airtel Africa Charitable Foundation's inaugural chair, Segun will continue to build on his deep experience across Africa and his work as CEO, including his oversight of the launch of our sustainability strategy. The Charitable Foundation will accelerate our commitment to sustainability initiatives and charitable operations across Africa, in particular to promoting digital and financial inclusion, access to education and environmental protections.

Sunil Taldar brings with him more than 30 years' business management experience in the FMCG and telecoms sectors. We're delighted to welcome him as our next CEO.

Our most recent Board evaluation confirmed that our Board functions effectively. It is well balanced and diverse, with a strong mix of relevant skills and experience.

I'm grateful to all the members of the Board for their contributions, and particularly to the chairs of each committee for establishing and steering their respective committees during the year.

Section 172 statement

We know that the long-term success of our business rests on how we work with our many stakeholders. To create and sustain value for all, we need to continue to engage effectively, create a productive working environment, and recognise various stakeholder views.

As this is the responsibility of our Board, this year we're sharing the detailed stakeholder disclosure in this governance report to explain how our Board engages both directly and indirectly with our key stakeholders.

In conclusion

I remain confident that the Board is working effectively, ensuring the company continues to grow and meet the needs of people across Africa. We have the right balance of skills, expertise and professionalism to continue to deliver strong governance, while allowing the CEO and CFO to implement and deliver our strategy.

I very much look forward to meeting with shareholders at our AGM on Wednesday 3 July 2024, which will be live streamed from London. Along with all the directors attending the AGM, I'm available to respond to your questions, concerns and suggestions at any time.

Sunil Bharti Mittal
Chair

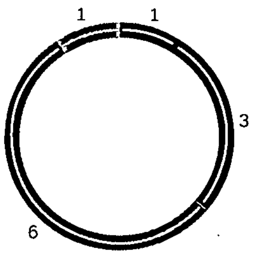
8 May 2024

Our leadership

Board at a glance

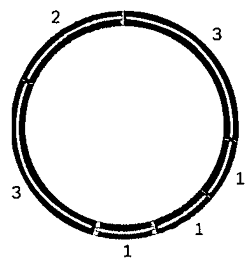
Board composition

Age



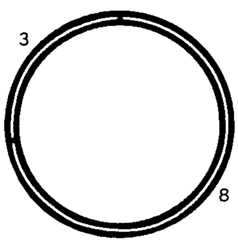
- 20-39
- 50-59
- 60-69
- 70-79

Nationality



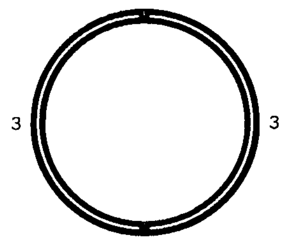
- British
- Finnish
- Ethiopian
- American
- Indian
- Nigerian

Gender ratio – overall



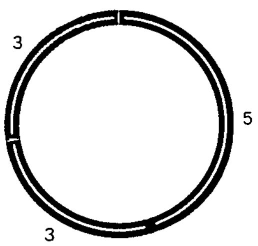
- Male
- Female

Gender ratio – independent directors



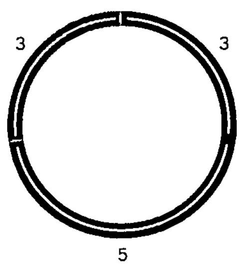
- Male
- Female

Ethnicity



- Asian British/Indian
- Black African
- White

Board tenure



- 2-3 years
- 3-4 years
- 4-5 years

Planned director changes

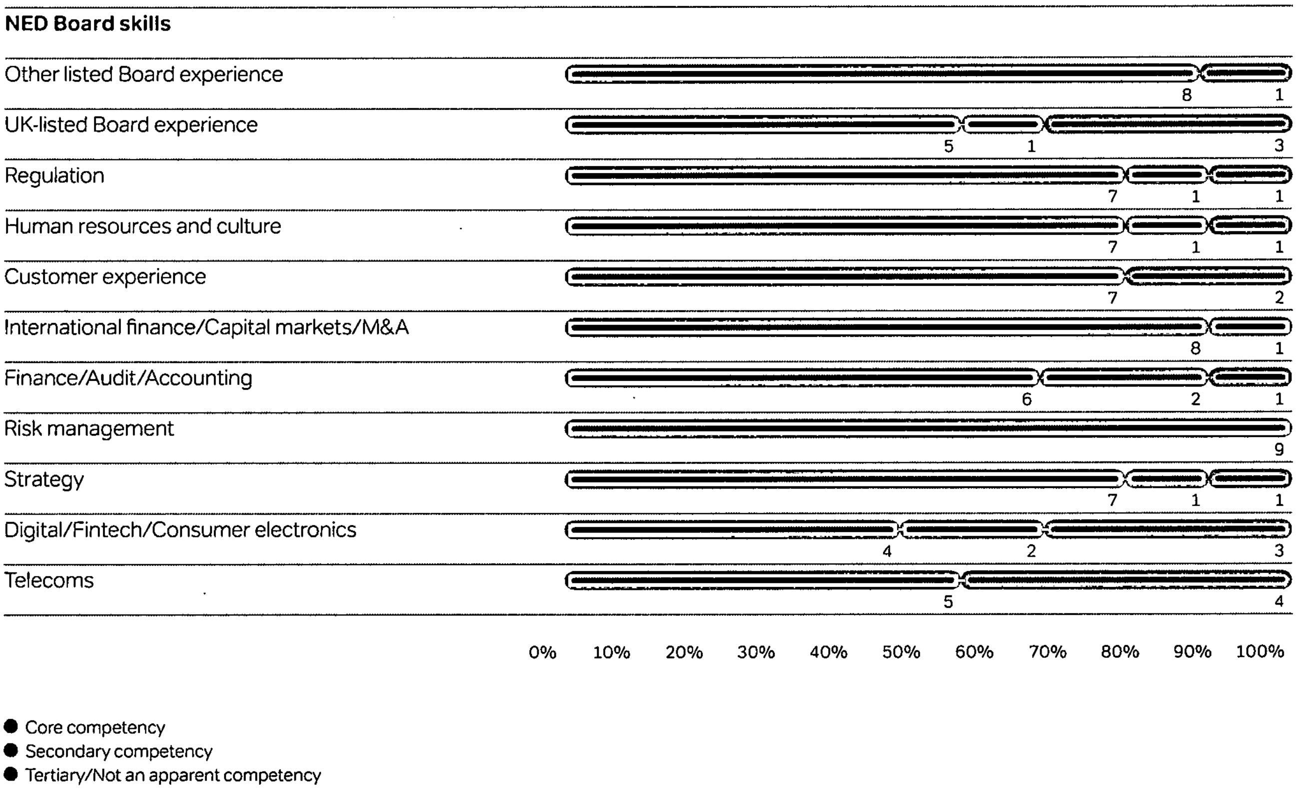
30 June 2024
Segun Ogunsanya steps down as CEO

3 July 2024
John Danilovich steps down from the Board at the AGM

1 July 2024
Sunil Taldar formally joins the Board and becomes CEO

9 May 2024
Paul Arkwright joins the Board

Skills to support long-term success



Compliance with the UK Corporate Governance Code

The Board continues to assess its approach to corporate governance by applying the Financial Reporting Council's UK Corporate Governance Code (the Code). We are reporting against the 2018 Code for the year ended 31 March 2024. For more details, visit frc.org.uk.

The Board confirms compliance against all 2018 Code provisions except for one: the independence of the chair on appointment (Provision 9). Our assessment of the chair's non-independence is set out on page 108. We continue to apply the Code's principles and uphold the spirit of the Code through the work of our Board and its committees.

The Financial Reporting Council (FRC) has published a revised version of the UK Corporate Governance Code and updated guidance to support the Governance Code. For the most part, the changes apply to financial years beginning on or after 1 January 2025, though companies will have an extra year to prepare for the changes being introduced in relation to reporting on internal controls. The Board is evaluating the impact of the Corporate Governance Code 2024 and will report on this in next year's report.

» For more detail on our Board structure and compliance with the Code, see our compliance with the UK Corporate Governance Code section on pages 108-125

Our leadership continued

Our Board of directors

Sunil Bharti Mittal
Board chair and Nominations Committee chair

N

Date appointed to Board: July 2018
Independent: no
Age: 66
Nationality: Indian

Skills, expertise and contribution

Sunil is the founder and chairperson of Bharti Enterprises, one of India's foremost first-generation corporations with interests in telecoms, financial services, processed food, real estate and hospitality. Bharti Airtel, the flagship company of Bharti Enterprises, is a global telecommunications company operating in 17 countries across South Asia and Africa and ranking among the top three mobile operators globally. Airtel is one of India's largest integrated telecoms providers and the second largest mobile operator in Africa, serving over half a billion customers.

Sunil is the pioneering force behind the mobile revolution in India – he revolutionised the business model at Bharti Airtel to make affordable voice and data services available to all. Airtel has transformed the quality of lives of millions of people globally, providing connectivity and digital empowerment. As chair of the Board, his leadership has brought immense value to Airtel Africa through his futuristic vision, vast knowledge and industry expertise.

In 2020, Sunil led Bharti Global's partnership with the UK government to acquire OneWeb, a new-age space communications company. This will provide high-speed, low-latency broadband connectivity for the defence sector in remote areas and on maritime and aviation routes around the world.

Sunil is a recipient of the Padma Bhushan, one of India's highest civilian honours and an honorary KBE for services to UK–India business relations.

External commitments

- Founder and chairperson of Bharti Enterprises and Bharti Airtel
- Co-Chair of Eutelsat Communications
- Member of the International Business Council, World Economic Forum (WEF)
- Member of the Global Board of Advisors, Council of Foreign Relations (CFR)
- Commissioner of the Broadband Commission
- Trustee at the Carnegie Endowment for International Peace (CEIP)
- Member of the Board of Qatar Foundation Endowment (QFE)
- Member of the India–US, India–UK, India–Japan and India–Sweden CEO Forums
- Co-chair of the India–Africa Business Council
- Chair of the B20 Action Council on African Economic Integration (under the Indian government's G20 presidency)

Previous roles

Sunil has served on the boards of several international bodies. He was the chairperson of the International Chamber of Commerce (ICC) from June 2016 to June 2018 and the chairperson of GSM Association (GSMA) from January 2017 to December 2018. He was the president of the Confederation of Indian Industry (CII) from 2007 to 2008. Sunil is associated with spearheading Indian industry's global trade, collaboration and policy – he has served on the Prime Minister of India's Council on Trade and Industry.

Sunil has also served on the boards of several multinational companies including Unilever, Standard Chartered Bank and SoftBank Corp.

Sunil is a nominee of Bharti Airtel.

Olusegun Ogunsanya
Managing director and Chief executive officer

M S

Date appointed to Board: October 2021
Independent: no
Age: 57
Nationality: Nigerian

Skills, expertise and contribution

Segun joined the Board after 10 years as managing director and CEO of our Nigeria operations, with responsibility for our largest market in Africa. He brings a depth of knowledge about African markets and more than 25 years of business management experience in banking, consumer goods and telecoms. Segun attends all Board, Audit and Risk Committee and Sustainability Committee meetings and is invited to attend the Remuneration and Nominations Committee meetings.

Other commitments

Board member of Bharti Airtel International (Netherlands) B.V., Bharti Airtel Africa B.V., Airtel Mobile Commerce B.V. and Airtel Networks Limited – all subsidiaries of the Group.

Previous roles

Before joining Airtel in 2012, Segun held leadership roles at Coca-Cola's bottling operations in Ghana, Kenya and Nigeria (as CEO). He has also been the managing director of Nigerian Bottling Company Ltd (Coca-Cola Hellenic owned) and head of retail banking operations at Ecobank Transnational Inc, covering 28 countries in Africa. Segun is a chartered accountant and an engineer. He was awarded African Business Leader of the Year in September 2021.

Jaideep Paul
Chief financial officer

S

Date appointed to Board: June 2021
Independent: no
Age: 62
Nationality: Indian

Skills, expertise and contribution

Jaideep brings more than 30 years of leadership and financial experience to our Board, with 18 of these in the telecoms industry. He chairs our Finance Committee and attends all Board, Audit and Risk Committee and Sustainability Committee meetings.

Other commitments

Board member of Bharti Airtel International (Netherlands) B.V., Bharti Airtel Africa B.V. and Airtel Networks Limited – all subsidiaries of the Group.

Previous roles

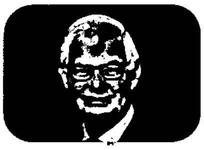
Before becoming our chief financial officer in 2014, Jaideep was CFO at Airtel Nigeria, Fairtrade LLC Muscat and Bharti Retail. He has also held financial roles at Mumbai Circle and Bharti Airtel Delhi Circle, as well as senior roles at HCL, Telstra V-Com and Caltex. Jaideep started his career at Price Waterhouse and is a qualified chartered accountant.

Key to committees

- AR Audit and Risk Committee
- N Nominations Committee
- R Remuneration Committee
- M Market Disclosure Committee
- S Sustainability Committee
- ● Committee chair

Andrew Green CBE
Senior non-executive director

N AR M



Date appointed to Board: April 2019
Independent: yes
Age: 68
Nationality: British

Skills, expertise and contribution
Andy brings many years of global financial and strategic experience to the Board. Through his work with several multinational organisations, he can draw on a wide knowledge of diverse issues and outcomes to provide constructive challenge and robust scrutiny of matters that come before the Board.

External commitments
- Group chair of Simon Midco Limited (the holding company of Lowell Group)
- Chair at Gentrack Group Limited (NZX/ASK)
- Non-executive director at Link Administration Holdings Limited (ASX)
- Commissioner at the National Infrastructure Commission
- Chair of Water Aid UK

Previous roles
Andy was previously senior independent director ARM Holdings plc and chairperson of the Digital Catapult and IG Group plc. He was chief executive officer of Logica plc until its sale in 2012. His prior roles include those at BT Group plc, including CEO of BT Openworld, CEO of BT Global Services and CEO of Group Strategy and Operations and various roles at Shell and Deloitte. Andy has held several non-executive directorships in the US, Hong Kong, Germany and the UK.

John Danilovich
Non-executive director

R

Date appointed to Board: April 2019
Independent: yes
Age: 73
Nationality: American

Skills, expertise and contribution
John has held executive leadership roles in international business and government for several decades. As a global business leader and distinguished diplomat, he has extensive experience in regional and international trade-related issues. To Airtel Africa he brings skills in building international partnerships and advocacy with policymakers, foreign dignitaries and business leaders, and provides constructive challenge and robust scrutiny of matters that come before the Board.

External commitments
- Board and council member at the Harvard Chan School of Public Health, the Center for Strategic International Studies (CSIS) and Chatham House (UK)
- Member of the Council on Foreign Relations (New York) and of the American Academy of Diplomacy

Previous roles
John was Secretary General of the International Chamber of Commerce (ICC) in Paris from 2014 to 2018 and CEO of the Millennium Challenge Corporation in Washington from 2005 to 2009. He has been the US ambassador to Brazil and to Costa Rica. While on the board of the Panama Canal Commission, he acted as chairperson of the Commission's Transition Committee prior to the handover of the canal by the US to Panama. In his distinguished career, he also played a significant role in the Central American Free Trade Agreement (CAFTA).

Awuneba Ajumogobia (née Iketubosin)
Non-executive director

R AR

Date appointed to Board: April 2019
Independent: yes
Age: 65
Nationality: Nigerian

Skills, expertise and contribution
Awuneba is a chartered accountant with broad experience in assurance, taxation, finance and advisory services across several industries. Her expertise as an assurance and finance specialist, garnered at leading professional services firms and in the Nigerian market, make her instrumental to Board decision-making.

External commitments
- Executive director at Multistream Energy Limited
- Board chair at CAP Plc
- Governing council chair at Grange School, Lagos
- Board member of University of Ibadan Research Foundation
- Member of the Finance Committee of the Musical Society of Nigeria (MUSON)
- Executive council member of Women in Management, Business and Public Service (WIMBIZ)

Previous roles
Awuneba was a board member at UAC of Nigeria Plc (UACN) from 2009 to 2019. During her tenure, she chaired the Risk Management Committee and was a member of the Statutory Audit Committee. Prior to this, she developed her career at Peat Marwick, Deloitte and Accenture. Awuneba has also held advisory and implementation roles with several national development projects in Nigeria.

Tsega Gebreyes
Non-executive director and Remuneration Committee chair

N R

Date appointed to Board: October 2021
Independent: yes
Age: 54
Nationality: Ethiopian

Skills, expertise and contribution
Tsega brings deep financial services and commercial experience to the Board gained from global senior executive and non-executive roles in the financial services, international business, mergers and acquisitions, mobile commerce and technology sectors.

External commitments
- Board member of London Stock Exchange Group plc
- Founding director at Satya Capital Limited
- Non-executive director of Mastercard Foundation and Mastercard Asset Management Corporation

Previous roles
Tsega was formerly a board director and senior executive at Celtel International, where she played an instrumental role in attracting capital for investments in Africa, and was a driving force behind the growth of the business through multi-country expansion across Africa. She has also held various roles at Citibank Group and McKinsey & Company.

In addition to her senior executive positions, Tsega has served as vice chair and senior independent director of SES and a director of Sonae Group.

Our leadership continued

Our Board of directors continued

Annika Poutiainen
Non-executive director

AR S

Date appointed to Board: April 2019
Independent: yes
Age: 53
Nationality: Finnish

Skills, expertise and contribution

Annika's wide-ranging experience in audit and regulatory engagements contributes to her performance as a member of the Board and Audit and Risk Committee. With her legal background and deep knowledge of auditing, accounting, financial reporting and the payments industry, she brings a keen scrutiny to all governance and regulatory matters. Annika is our Board sustainability champion.

External commitments

- Chief legal officer, Europe, of payments service provider Trustly Group AB
- Member of the Swedish Audit Academy
- Chair of the Carpe Diem Foundation, which runs the top-ranked Swedish elementary school, Fredrikshovs Slott Skola
- Board member and chair of audit committee of Truecaller

Previous roles

Annika has been executive chair of the Council for Swedish Financial Reporting Supervision; a board and audit committee member of listed companies eQ Abp, Hoist Finance AB, Saferoad AS (delisted in September 2018) and Swedbank AB; and industry advisor to strategic communications firm JKL Group. She advised the Swedish government on the national implementation of the reformed EU market abuse regime and was head of market surveillance Nordics at Nasdaq and head of unit, prospectuses, exchanges and clearing houses at the Swedish Financial Supervisory Authority. She was also an associate in the Capital Markets Group at Linklaters London and has been a practising solicitor in the UK.

Ravi Rajagopal
Non-executive director and Audit and Risk Committee chair

AR N M

Date appointed to Board: April 2019
Independent: yes
Age: 68
Nationality: British

Skills, expertise and contribution

With experience in diverse industries such as healthcare and consumer brands, as well as in chairing other audit committees, Ravi brings a wealth of recent financial experience and cultural insight to our Board and Audit and Risk Committee.

External commitments

- Chairperson of Fortis Healthcare Limited, India
- Chairperson of Agilus Diagnostics, a subsidiary of Fortis Healthcare, India
- Member of the corporate board of Sanmar Group Corporate Board
- Advisor to CDPQ, the Canadian pension fund, and is their nominee on Edelweiss Credit Limited and an observer on Edelweiss Asset Reconstruction Company Ltd
- Trustee of the Science Museum Foundation, UK

Previous roles

Ravi held financial leadership roles at Diageo until retiring in 2015, including group controller in the UK with responsibility for the spirits business across sub-Saharan Africa and global head of mergers and acquisitions. Starting in 1979, Ravi held various roles at ITC India, including a secondment to West Africa with British American Tobacco. He has held numerous positions on various joint venture boards and was a non-executive director of United Spirits, a listed subsidiary of Diageo in India, as well as a member of Diageo's India advisory board. More recently, Ravi was an independent director and chair of the audit committee of Vedanta Resources Limited, UK and chairperson of JM Financial, Singapore Pte Ltd.

Key to committees

AR Audit and Risk Committee
N Nominations Committee
R Remuneration Committee
M Market Disclosure Committee
S Sustainability Committee
Committee chair

Akhil Gupta
Non-executive director

Date appointed to Board: October 2018
Independent: no
Age: 68
Nationality: Indian

Skills, expertise and contribution

Akhil brings vast financial, strategic and telecoms expertise to our Board and is invited to attend our Audit and Risk Committee meetings. He has played a pivotal role in the Bharti Group's phenomenal growth in the telecoms sector, both organically and through various acquisitions. His innovative thought leadership has helped Bharti Airtel achieve healthy margins while offering some of the lowest tariffs in the world.

External commitments

- Vice chairman of Bharti Enterprises
- Patron member and former chairman of Digital Infrastructure Providers Association (DIPA)
- President emeritus of Telecom Sector Skill Council (TSSC)
- Board member of OneWeb Holdings Limited

Previous roles

Akhil led the formation of various partnerships for Bharti with operators like British Telecom, Telecom Italia, Singapore Telecom and Vodafone, as well as with financial investors such as Warburg Pincus, Temasek, KKR, Qatar Foundation Endowment, AIF and Sequoia. He was behind the separation of passive mobile infrastructure and the formation of one of the largest tower companies in the world, Indus Towers Ltd – a notable example of collaborating at the back end while competing at the front end. He also executed the acquisition of Zain Group's mobile operations in 15 countries across Africa, the second largest outbound deal by an Indian company.

Akhil is a nominee of Bharti Airtel.

Shravin Bharti Mittal
Non-executive director

Date appointed to Board: October 2018
Independent: no
Age: 36
Nationality: British

Skills, expertise and contribution

As the entrepreneurial founder of a top-performing global technology investment firm, Shravin brings diverse views and expertise in the tech sector to our discussions and decision-making. He is invited to attend our Remuneration Committee meetings.

External commitments

- Founder of Unbound, a long-term investment firm aiming to build and back disruptive technology companies
- Board member of several technology companies benefiting from Unbound investment
- Managing director of Bharti Global Limited
- Bharti Space Ltd representative on the Eutelsat OneWeb Board

Previous roles

Shravin was previously at SoftBank Vision Fund, a $100-billion fund investing in technology companies, and assistant director at Better Capital, a private equity firm in London where he turned around distressed retail and manufacturing businesses. Before this, he was involved in the launch of 3G at Airtel India and on the senior management team at Airtel Africa, where he spearheaded the post-acquisition integration of Zain. Before Airtel, he worked with J.P. Morgan investment bank covering technology, media and telecoms.

Shravin is a nominee of Bharti Airtel.

Our leadership continued

Our Executive Committee

Segment and/or regional directors

Segun Ogunsanya
Managing director and CEO

For biography see page 88

Jaideep Paul
Chief financial officer

For biography see page 88

Carl Cruz
Managing director and CEO, Airtel Nigeria

As managing director and CEO of Airtel Nigeria, Carl is responsible for operations in our largest market in Africa. He drives the execution of our strategy in Nigeria in line with Group-level functional teams.

Carl was appointed in May 2023. He has over 31 years of business and corporate experience from markets across Africa and Asia. Throughout his career, Carl has managed strategic and directional responsibilities in sales, distribution, customer and brand development, trade development and commercial engagement.

Apoorva Mehrotra
Regional director, East Africa

Apoorva is responsible for managing our financial performance and accelerating profitable growth in East Africa. He works with the MDs in each market to develop strategy and execution plans for all our business verticals, helps develop local leadership teams, and improves the coordination between Group-level and local operating teams.

Apoorva has over 28 years' experience in operations, sales and marketing across the telecoms, consumer durables and FMCG sectors. Apoorva joined Airtel Africa as chief commercial officer in Zambia in April 2017 and was promoted to managing director in April 2018.

Anwar Soussa
Regional director, Francophone Africa

Anwar is responsible for managing our financial performance and accelerating profitable growth in our Francophone Africa operations. Anwar works with MDs in each market to develop strategy and execution plans, helps develop local leadership teams and improves the coordination between Group-level and local operating teams.

Anwar is a seasoned executive with over 25 years of international experience in telecoms and technology across Africa, Europe and America. Anwar has been managing director at Airtel Uganda and managing director at Airtel Chad.

Ian Ferrao
CEO, Airtel Money

Ian was appointed as chief executive officer of Airtel Money in 2022.

He leads our Airtel Money business, managing its financial performance, strategic direction and priorities, brand strength and growth in customers. Before this appointment, Ian was regional director, East Africa.

Ian has spent the past 16 years leading telecoms organisations in Africa, both as an entrepreneur and a corporate CEO. He joined Airtel Africa and the ExCo in 2019 to lead our East Africa operations in Kenya, Malawi, Rwanda, Tanzania, Uganda and Zambia.

Oliver Fortuin
CEO, Airtel Business

Oliver became CEO of Airtel Business (Africa) in 2023. He's responsible for developing a strategic plan to advance Airtel Africa's mission and objectives and to promote revenue, profitability and growth for B2B. This includes FibreCo, enterprise and data centres.

Oliver has over 30 years of experience in technology and telecoms around the world, including EMEA, USA and Asia.

Functional chief officers

Jacques Barkhuizen
Chief information officer

Jacques joined Airtel Africa in 2023. He's responsible for leading, directing and implementing our information technology and digital strategy, IT governance and cybersecurity through understanding business needs, designing solutions and driving our platform strategy for business growth.

With diversified experience spanning over 25 years across the retail, management consultancy, banking and telecommunications sectors, Jacques brings a blend of operational excellence and innovation to Airtel Africa.

Martin P. Fréchette
Chief legal officer

Martin joined Airtel Africa in 2023. He's responsible for advising on policy and legal strategies to mitigate against risk and minimise litigious exposure for our operations and Board of directors.

Martin is an accomplished lawyer with over 25 years of international experience in telecoms and technology across Africa and Europe.

Ramakrishna Lella
Chief supply chain officer

Ramakrishna oversees the procurement of our network equipment and IT. He manages our tower companies and bandwidth, sales and distribution, supply chain for marketing and HR services, and warehouse operations and logistics. He also leads on our cost-reduction initiatives.

Ramakrishna has spent more than 30 years in the telecoms industry, with more than half of this time at Airtel Africa.

Daddy Mukadi
Chief regulatory officer

Daddy is responsible for our regulatory and government relations strategy in all 14 operations. This includes obtaining all necessary resources (licence, spectrum), ensuring full compliance and actively helping to shape the policy and regulatory landscape toward best practice.

With a master's degree in communications law (telecoms, broadcasting, media, and space and satellite law) and as author of several volumes of a handbook for media law practitioners, Daddy brings a broad understanding of legal and regulatory affairs to his role at Airtel Africa.

Stephen Nthenge
Chief of internal audit

Stephen is responsible for our internal audit department. This provides independent auditing and advice on our risk management, governance and control processes in line with the purpose, role and responsibilities in the Audit Charter. He also oversees the integrity and reliability of our financial and operational information, the safeguarding of the company's assets, and our compliance with laws, regulations, policies and procedures.

Stephen has more than 26 years' experience in audit, enterprise risk and information security management.

Rogany Ramiah
Chief human resources officer

Rogany is responsible for leading and developing our people strategy to support our overall strategic direction. Her main areas of focus are succession and talent planning, idiversity and inclusion, change and performance management, and enhancing our overall employee experience. Rogany sits on the Sustainability Committee.

Rogany has 26 years' experience in retail, media and consulting.

Anthony Shiner
Chief commercial officer

Anthony is responsible for formulating and implementing commercial strategies across our 14 markets. He has functional responsibility for marketing, home broadband, sales and distribution, brand and advertising, product and digital (commercial) and customer experience.

Anthony has over 25 years' experience in commercial, digital and transformation in the telecoms industry across Australia, Singapore and the Middle East.

Sunil Taldar
CEO designate and director of transformation

Sunil joined Airtel Africa in October 2023 as director of transformation. He leads and oversees key strategic initiatives aimed at transforming our business and operations. Sunil has more than 30 years' business management experience in FMCG and telecoms.

On 1 July 2024, Sunil will be appointed to the Board as an executive director and take over the role of CEO.

Razvan Ungureanu
Chief technology officer

Razvan leads on our technology strategy and the delivery of this to the network leadership in each of our 14 markets. He focuses on strategic network thinking, design and rollout, and the quality of our ongoing technical operations.

Razvan has 30 years' experience in telecoms and has worked in Romania, Belgium, Luxembourg and the Dominican Republic.

Corporate governance

Highlights for the year

We continued preparing Airtel Money for listing – see page 99 for details.

We published our second Sustainability Report alongside this Annual Report. This builds on the commitments set out in our 2021 sustainability strategy and underscores our commitment to zero carbon emissions by 2050. It shares of our journey to net zero and the addition of scope 3 emissions.

We published our third TCFD statement in line with LR 9.8.6R(8) requiring companies to share a clear statement of TCFD compliance and in keeping with our roadmap of last year. Our compliance with the climate-related financial disclosures in accordance with Sections 414CB of the UK Companies Act 2006, can be found in the strategic report, primarily in the TCFD and Risk reports on pages 63-79 and in our references to network resilience.

We improved and fine-tuned our business model to deliver our strategic ambition to transform lives through financial inclusion and empowerment across the African continent by rolling out a reliable network and providing affordable services to our customers – see pages 22-23 for our business model and see pages 24-33 for our strategy.

We're delivering on our senior leadership succession plan: we appointed a new CEO designate and made strategic additions of a new CEO, Airtel Business, a Francophone regional director and a chief legal officer to our ExCo to ensure we can continue to deliver our 'Win with' strategy.

We appointed our first woman operating country (OpCo) managing director: Anne Tchokonte joined as managing director of Airtel Madagascar in February 2024.

We're addressing the gender balance challenge across our OpCos by championing initiatives that support diverse talent and thought. These critical enablers of sustainable growth include the Airtel Africa mobility programme, the 'Women in technology' programme and the Airtel Academy – see page 117 for details.

We established new holding and subsidiary company structures for our Nxtra by Airtel data centre businesses in support of our 'Win with technology' strategy.

We conducted a comprehensive internally facilitated Board evaluation – see pages 106-107.

Our governance structures

Our Board of directors is responsible for providing effective leadership and is the primary decision-making group at Airtel Africa. Board members guide our operational and financial performance, set our strategy and make sure we manage risk effectively within a framework of effective controls. In doing so, they consider the interests of a diverse range of stakeholders.

» See pages 88-91 for details of our Board members

The ultimate owners of Airtel Africa are our shareholders, who play an important role in our governance structure.

» See page 122 for details on how our Board engages with our shareholders

Our chair leads the Board and makes sure it operates effectively by cultivating a culture of transparency, challenge and mutual respect.

There is a clear division of responsibilities between our chair, who leads the Board, and our CEO, who leads the business. You can read more about the responsibilities of our Board, chair, CEO, senior independent director and company secretary in this section.

"Airtel Africa is committed to the highest standards of corporate governance and I am pleased to lead an outstanding Board of directors to deliver the long-term, sustainable growth of the business."

Sunil Bharti Mittal
Chair

Role of the Board

Board

Our Board is responsible for promoting the long-term sustainable success of Airtel Africa and generating value for all our stakeholders. It establishes our purpose, vision and core values. It sets our culture and determines our strategy, risk management, succession and policies. And it monitors progress against the targets.

» For more about the Board's responsibilities go to www.airtel.africa

Chair

- Provides leadership and guidance and ensures the effectiveness of the Board in directing the Group
- Chairs Board and Nominations Committee meetings, sets meeting agendas and ensures directors have accurate, timely and clear information
- Promotes high standards of corporate governance
- Builds a well-balanced and highly effective Board with a culture of openness to encourage constructive challenge
- Facilitates and promotes constructive relations between Board members and the effective contribution of non-executive directors
- Acts as a link between executive and non-executive directors
- Leads the annual review of the Board's effectiveness
- Engages with our stakeholders and balances the interests of all stakeholders
- Demonstrates objective judgement

CEO

- Ensures effective leadership and day-to-day running of the company
- Leads the ExCo and oversees key functions
- Develops and implements our strategy, planning and budgeting and ensures long-term focus
- Reviews the organisational structure, including development and succession planning
- Manages our risk profile and establishes effective internal controls
- Agrees our annual operating plan before formal Board agreement
- Ensures the chair and Board are updated on key matters
- Maintains relationships with stakeholders and advises the Board accordingly
- Has overall responsibility for sustainability

CFO

- Deputises for the CEO and manages our finances, including treasury and tax matters
- Leads the finance, tax, treasury, IT, investor relations and internal audit functions
- Oversees our risk profile together with the ExCo
- Agrees our annual operating plan before formal CEO and Board agreement
- Oversees our relationship with the investment community

Senior independent director

- Acts as a sounding board for the chair
- Acts as an intermediary for the other directors, when necessary
- Is available to shareholders for discussing issues not resolvable through the usual channels
- Chairs Board meetings in the chair's absence
- Leads the Board's evaluation of the chair's performance

Independent non-executive directors

- Provide constructive challenge to executive directors
- Give strategic guidance to the company
- Offer specialist advice
- Serve on Board committees
- Hold executive directors to account against agreed performance objectives
- Devote enough time to the company to meet their responsibilities
- Meet at least twice a year without executive directors present

Company secretary

- Provides advice and support to the Board, its committees and individual directors on corporate governance, compliance and legal matters
- Ensures the Board has the policies, processes, information, time and resources needed to function effectively and efficiently
- Supports the chair in setting meeting agendas
- Makes sure directors have accurate, timely and clear information
- Responsible for all company legal and compliance matters
- Acts as a link between the Board and its committees and between non-executive directors and the senior leadership team

Designated Board director for employee engagement

- Ensures employee views are considered by the Board, particularly when decisions might affect employees
- Strengthens the link between the Board and employees
- Regularly gathers employee views through a variety of formal and informal channels and identifies areas of concern

Corporate governance continued

Board committees

In addition to the formal schedule of matters the Board considers, it delegates key aspects of governance to its committees. We have five main governance committees: Audit and Risk, Remuneration, Nominations, Sustainability and Market Disclosure. Each committee has written terms of reference which are available on our website at www.airtel.africa

Audit and Risk Committee

Monitors the integrity of our financial reporting and helps the Board review the effectiveness of our internal controls and risk management.

Meets at least four times a year.

Chair:
Ravi Rajagopal

Members:
Andy Green
Annika Poutiainen
Awuneba Ajumogobia

Akhil Gupta also attends as an appointed observer on behalf of Bharti Airtel.

» See Audit and Risk Committee report on pages 126-137

Remuneration Committee

Reviews the performance of our executive directors and senior management team.

Determines the overall and specific remuneration for executive directors, officers and senior management, as well as Board chair and non-executive director fees.

Meets at least four times a year.

Chair:
Tsega Gebreyes

Members:
Awuneba Ajumogobia
John Danilovich

Shravin Bharti Mittal also attends as an appointed observer on behalf of Bharti Airtel.

» See Remuneration Committee report on pages 146-165

Nominations Committee

Advises on appointments, retirements and resignations from the Board and its committees, and reviews succession planning and talent development for our Board and senior management.

Meets at least twice a year.

Chair:
Sunil Bharti Mittal

Members:
Tsega Gebreyes
Andy Green
Ravi Rajagopal

» See Nominations Committee report on pages 138-145

Market Disclosure Committee

Oversees our disclosure of information to meet our obligations under the Market Abuse Regulation (MAR) by determining whether information is insider information, or when and how it needs to be disclosed.

Monitors compliance with our MAR disclosure, controls and procedures, as well as the release of information under the Information Flow Protocols and Services Agreement with Bharti Airtel.

Meets as necessary depending on market information that requires disclosure.

Chair:
Andy Green

Members:
Segun Ogunsanya CEO
Ravi Rajagopal

Sustainability Committee

Reviews, challenges and oversees the approval and implementation of our sustainability strategy, including internal reporting and balancing of non-financial targets and our commitments to delivering value for shareholders and other stakeholders.

Oversees diversity and inclusion matters and the work of the Health and Safety committee.

Meets every two months.

Chair:
Segun Ogunsanya (CEO)

Board members:
Annika Poutiainen (Board sustainability champion)

Jaideep Paul (CFO)

Management members (ex officio):
Peter Odedina (Chief compliance officer)

Simon O'Hara (Group company secretary)

Oladimeji Olaniyan (Head of strategy and sustainability)

Rogany Ramiah (Chief HR officer)

» For more on the work of the Sustainability Committee, see the sustainability section of our Strategic Report on pages 56-62 and our 2024 Sustainability Report.

Other committees

The Board also delegates certain responsibilities to our Finance Committee

Finance Committee

Approves funding and other financial matters in line with our delegated authorities or as requested by the Board.

Initiates and manages key policies and major operational decisions relating to treasury and direct taxes.

Chair:
Jaideep Paul (CFO)

Members:
Ravi Rajagopal (independent NED)
Annika Poutiainen (independent NED)
Segun Ogunsanya (CEO)
Kamal Dua (deputy CFO)

Attendee:
Akhil Gupta represents the interests of Bharti Airtel in proposed treasury transactions (such as bond refinancing) affecting our parent group and conveys actions of Bharti Airtel that may affect Airtel Africa.

Executive Committee

Advises and supports our CEO on the operation of our business.

Helps our CEO fulfil his responsibilities by, for example, developing and implementing our strategy, monitoring our operating and financial performance, assessing risk, allocating resources and managing day-to-day operations.

The committee meets fortnightly.

» More details on our ExCo can be found on pages 92-93

Operational Committees

Our ExCo is supported by a number of operational committees:

- The Operating Company (OpCo) Functional Review Committee – led by Group functional heads for their teams
- The OpCo Business Review Committee – led by regional directors, with participants also including functional heads and OpCo managing director teams
- The Regional Business Review Committee – led by our CEO with regional directors and Group functional heads participating
- The Treasury Committee
- The Executive Risk Committee

A closer look at...

Governance training for our subsidiary boards

The directors of our subsidiary businesses across Africa must meet the legal and regulatory obligations in their respective jurisdictions. It's their responsibility to make sure they always stay compliant. To this end, they receive training from external specialist advisors to understand their responsibilities. They also attend briefing sessions and have Board presentations and updates about regulations that directly affect the company.

During the financial year, our subsidiary company directors had the following training:

Kenya

The directors and management of Airtel Networks Kenya had a sensitisation session on data privacy and protection from the Office of the Data Protection Commissioner, Kenya.

As part of the Board's work to reach our sustainability commitments and to align culture and operations with this priority, directors also attended a briefing session facilitated by the sustainability lead in the company. This highlighted the activities being undertaken in the country towards compliance and the role of directors in reaching this.

Uganda

Following Airtel Uganda's listing, the Uganda Stock Exchange (USE) facilitated a training session on listing requirements under the USE Listing Rules 2021 for the Board and management.

Malawi

The new chair of Airtel Malawi plc had induction training with the managing director and members of ExCo. This gave an overview of the company and its operating environment, financial performance, and new regulatory, financial and risk developments.

During the year, we also facilitated internal training and alignment on good corporate governance practices and company secretarial duties for all company secretaries sitting on subsidiary Boards.

Corporate governance continued

Enhancing sustainability governance

Our sustainability governance structure

Board

Sustainability Board champion
Reports to each Board meeting on the work of the Sustainability Committee.

Member of:
- Board
- Audit and Risk Committee
- Sustainability Committee

Represents the Board on and at public and employee-facing matters and events.

Sustainability Committee
Oversees sustainability strategy.

Monitors non-financial KPIs.

Monitors ESG regulatory landscape and external reporting.

Audit and Risk Committee
Ensures integrity and assurance of ESG data and metrics.

Undertakes strategic risk management.

Remuneration Committee
Incorporates ESG metrics in remuneration.

Monitors performance against ESG metrics to support remuneration decisions.

Nominations Committee
Ensures sustainability expertise on the Board.

A closer look at...

Governing sustainability matters

Our sustainability strategy lies at the heart of our business, informing and influencing our corporate strategy at every stage. We have established and enhanced our governance structure so that sustainability is a core Board priority and responsibility. The delivery of the strategy and its goals is supported by dedicated workstreams led by sustainability goal-holders (ExCo members).

Our **Board of directors** has ultimate oversight of our sustainability strategy, its implementation across the business and the integration of related metrics into remuneration. The Board is updated on progress on a quarterly basis and approves actions as appropriate. The Board is also responsible for how we're managing climate-related risks and opportunities (CROs). It maintains this oversight through two of its committees: Sustainability and the Audit and Risk. The Sustainability Committee oversees the implementation of our sustainability strategy, while the Audit and Risk Committee oversees our management of risk, including how we assess and mitigate CROs.

The Sustainability Committee is chaired by our CEO. It oversees progress in reaching our operational targets and goals, recommends updates and improvements, defines the actions and measurements necessary to achieve our goals, and regularly update the Board – all while acting as a point of contact for external bodies. The Sustainability Committee meets every other month and works closely with our ExCo.

The Executive Committee is responsible for our sustainability strategy and vision at the Group level. It's also in charge of implementing the strategy in all 14 markets and managing the workstreams that follow from this.

The head of strategy and sustainability reports to the CEO and sits on the Sustainability Committee. He's directly responsible for integrating our sustainability strategy across the business. This includes coordinating workstreams across functions and markets, collecting and analysing data and reporting on sustainability. The sustainability team works closely with the ExCo to make sure that Airtel Africa is doing all it can to find innovative and economically effective ways to be more sustainable. The head of strategy and sustainability also leads in developing, implementing and monitoring environmental strategies across the company.

» For more on the work of the Sustainability Committee, see page 96, and see our Sustainability Report 2024

The Board's focus in 2023/24

During the 2023/24 reporting period, our Board held six scheduled meetings, including the regular quarterly meetings, a strategy session and the AGM.

It also met an additional two times: first to consider our CEO succession plan, and again to review our full year financial statements and Annual Report approvals process and to approve our second Sustainability Report. We have good processes in place for running short and efficient additional virtual Board meetings to approve matters arising between meetings.

Strategy

Reviewed our strategic plan and worked to make sure our strategy stays robust.

Remained focused on our growth strategy, strong operational execution and margin resilience – this has limited the impact of inflationary and currency headwinds on the Group.

Received regular updates from the CEO and CFO, as well as business reviews and senior management presentations.

Reviewed monthly Board reports from the CEO, including financial position, performance against budget and stakeholder updates.

Considered the articulation of our corporate purpose – building on our strong purpose, vision and core values as stated in our business model.

Discussed and reviewed market volatility and political uncertainty, inflation sensitivities and tax updates with senior management.

Oversaw the launch of Nxtra by Airtel in December 2023, a new data centre business committed to meeting the continent's growing needs for trusted and sustainable data centre capacity and to serving the fast-growing African digital economy.

Continued to meet our regulatory obligations and to support local shareholders and the development of local markets with the Uganda Initial Public Offering in October. 40 billion shares began trading on the Main Investment Market Segment of the USE.

Airtel Money

Invited the CEO of Airtel Money to attend every Board meeting to update members on the business, the control and compliance environment, and on readiness for listing.

Oversaw the completion of the operational separation of Airtel Money from the GSM business in preparation for its IPO and reviewed the change management process.

- Monitored and reviewed the evolving regulatory landscape
- Reviewed customer, transaction and distribution KPIs
- Took steps to empower the management team to prepare and deliver the separation through a share incentive plan
- Identified key risks under management
- Reviewed and challenged the effectiveness of the risks and control framework to ensure an appropriate management system for financial services and a culture of compliance and accountability
- Agreed the Airtel Money dividend policy on the recommendation of the Audit and Risk Committee
- Tracked the number of regulatory requests and the reasons for these being raised by regulators in relation to anti-money laundering and KYC compliance
- Reviewed ongoing efforts to meet gender balance targets
- Our senior independent director and member of the Airtel Africa Audit and Risk Committee attended the Airtel Money Audit and Risk Committee to provide oversight to on behalf of the Airtel Africa Board

Culture

Discussed how to define a culture that promotes a positive feeling of ownership around strong controls and compliance – and how the Board sets the tone for this and monitors the results.

Corporate governance continued

Discussed how the Audit and Risk Committee should be assessing and monitoring culture on an ongoing basis.

Took a closer look at:

- Our Nigeria operations, including the longer-term consequences of the naira devaluation on pricing, reinvestment and growth
- Our IT strategy, including a holistic review of all security projects
- Our network and IT platforms and their fitness for purpose and readiness for growth (Andy Green and Kelly Bayer Rosmarin offered their experience to help resolve resilience issues identified)
- The performance in Republic of the Congo and Madagascar
- Our portfolio and geographical strength versus competitors
- Smartcash PSB business and customer acquisition rates
- Our data centre plan
- Our FibreCo business plan
- Each segment (mobile services, Nigeria – mobile services, East Africa – mobile services, Francophone Africa – mobile services and mobile money), discussing the execution of respective business plans and performance reviews, key highlights and challenges, and recovery plans for underperforming OpCos
- Our organisational structure, including restructuring the ExCo to align with our strategic ambition and reviewing the wider senior leadership team to enable the CEO to focus on more strategic matters, reduce the number of direct reports to the CEO, to build a strong executive pipeline, and to create other operational efficiencies
- Our legal and compliance function
- Airtel Business (B2B) working on organisational design, process mapping, dedicated and shared resources, incentive plans, and gaps in capacity and capability

Strategy

The Board's appraisal and oversight of our strategy is embedded across its annual plan of work. This includes dedicated strategy days, business-led strategic updates throughout the year and Board approvals of specific projects.

Evaluated and debated strategy presentations from management during the strategy day, reviewed and approved our Group strategy and supported the sustainability strategy.

Continued to look at opportunities to create more value and expand our Airtel Money business to revolutionise the financial services landscape in Africa, particularly Nigeria.

Discussed and identified ways to be more entrepreneurial, while keeping the highest levels of governance and complying with all regulations. We achieve this by making business choices with the mindset of an entrepreneur while delivering with the resources available.

Spectrum expansion

Established a Board working group to work with the CEO on spectrum auction matters, recognising the need to act quickly in auctions within agreed parameters.

Reviewed and revised our investment strategy for buying spectrum to support our 4G network capacity expansion across markets for both mobile data and fixed wireless home broadband capability, and for future 5G rollout. This provides significant capacity for continued strong data growth and reflects our continued confidence in the opportunities in our markets to support local communities and economies through digital inclusion and connectivity.

Continued to invest in spectrum across several markets to underpin growth ambitions. In Nigeria, we acquired 5G spectrum in the 3500 MHz band, and added to our 2600 MHz spectrum. We also acquired spectrum in the DRC, Kenya, Malawi, the Seychelles, Tanzania, Uganda and Zambia, which will help us maximise network capacity and coverage.

Also invested in the renewal of 2100 MHz spectrum in Nigeria, following substantial spectrum acquisitions over the past year. This enhanced our network capacity and coverage and reflects our continued confidence in opportunities across the Nigerian market to support the local communities and economies through expanding digital inclusion and connectivity.

Uganda spectrum

In June 2023, the Uganda Communications Commission confirmed that Airtel Uganda Limited had qualified for the award of the 800 MHz and 3500 MHz spectrum.

Simplifying our capital structure

Following the capital reduction approval by shareholders at the 2023 AGM, which was subsequently sanctioned by the High Court of England and Wales, created distributable reserves that the company can use to facilitate returns to shareholders, whether in the form of dividends, distributions or buying Airtel Africa shares.

Made significant progress this year and in previous years to reduce leverage and strengthen our balance sheet.

Given the levels of cash accretion and reduced leverage, and considering our consistent strong operating cash generation, in early March the Board launched a share buy-back programme of up to $100m to run over 12 months. All purchased shares will be cancelled, leading to a reduction in issued share capital.

Win with distribution

The Board continued to invest in strengthening our distribution network, with a focus on rural areas. We expanded our exclusive franchise stores, adding almost 28,000 kiosks and mini shops, and almost 1,600 Airtel Money branches (AMBs) across our footprint. We also added more than 59,500 activating outlets, an increase of 20%.

Win with data

Continued to expand our 4G network and launched 5G in several OpCos to enhance customer experience for mobile users and broadband enterprise users. Expanding our 4G network and improving user experience has helped drive increased smartphone penetration, customer ARPU and consumption per data user across the segment.

Win with mobile money

Focused on growing our ecosystem and driving customer acquisition. We launched new international money transfer routes, as well as new loan products and continued to integrate more partners into our ecosystem.

Win with cost

Continued to enhance cost efficiency through changes in operating design and our response to macroeconomic changes. Examples are the rollout of most new sites using green initiatives like solar, batteries and grid connection.

Embraced robust cost discipline and worked to find new ways to reduce operating costs by using the technology to optimise our networks and improve our capital expenditure efficiency.

Reviewed and approved our second Sustainability Report.

Focused on a fair net zero transition with the adoption of our scope 3 plan.

The Board continued to commit to developing infrastructure and services to drive both digital and financial inclusion for people across Africa.

Reviewed and committed to our five-year pan-African partnership with UNICEF to roll out digital learning through connecting schools and ensuring free access to learning platforms in 13 countries.

Reviewed the Board, committee and senior management succession plans as presented by the Group chair on behalf of the Nominations Committee.

At each Board meeting, heard committee chair updates on the work of each committee and discussed and endorsed committees' work as necessary.

Considered ESG and health and safety updates as part of the Board and Sustainability Committee updates.

Reviewed the full year results for sustainability KPIs and progress against targets – and set goals and targets for forthcoming year.

Financial/performance

Approved the full year results and financial statements, as well as the Annual Report and financial statements and accompanying RNS announcements for the 2023 financial year.

Approved the half year results statement and quarterly statements for the 2024 financial year and accompanying RNS announcements.

Reviewed company share performance and shareholder/analyst feedback.

Discussed and approved our budget and annual operating plan for 2023/24 and received updates on execution.

Reviewed and approved our tax and treasury policies (see www.airtel.africa).

Reviewed investor relations, external communications and media updates at each scheduled Board meeting, and reviewed and discussed a market and investor update from our corporate brokers.

Approved payment of the interim dividend for the financial half year 2023/24 and recommended a final dividend for the financial year 2023.

Continued to focus on strengthening our balance sheet.

Approved the annual operating plan for the year ended 31 March 2024.

Regularly reviewed our financial performance and forecasts.

Endorsed our strategy of reducing external foreign currency debt at Group level.

Determined a conservative leverage profile with a net debt to EBITDA ratio of 1.4x as of March 2024 in line with our continued focus on a strong balance sheet.

Agreed to commit to:

- A $125m revolving credit facility to provide potential interest rate savings in exchange for achieving social impact milestones. These relate to digital inclusion and gender balance with a focus on rural areas and women and align with our sustainability strategy
- A $194m facility with International Finance Corporation (IFC), a sister organisation of the World Bank and a member of the World Bank Group. We're committed to complying with the IFC Performance Standards on social and environmental sustainability and have put in place an environmental and social action plan.

This is in line with our strategy to raise local currency and US dollar debt in our local OpCos. These facilities underpin our commitment to transforming lives across the communities where we operate, including addressing inequality and supporting economic growth.

Foreign exchange (FX) headwinds and currency devaluations

Considered currency devaluation sensitivity risk going forward and how operating leverage and cost efficiencies could offset exchange rate headwinds and inflationary pressures (Kenyan shilling, Malawi kwacha, Nigerian naira, Zambian kwacha.)

Nigerian naira devaluation

Considered in detail the changes in the FX market in Nigeria introduced by the Central Bank. These had a significant impact during the year on our reported currency revenue growth, although this should not overshadow our strong overall growth. These changes will support our businesses longer term in Nigeria, where we continue to invest, and the Board remains focused on enhancing long-term value through sustained and efficient growth.

Considered the accounting treatment of the naira devaluation and whether should be classified as exceptional.

›› For more on our response to Nigerian naira devaluation, see page 50

Similar considerations were given to the Malawian kwacha devaluation.

FX scarcity issues

Following the devaluation of the Nigerian naira and Malawi kwacha, we tracked whether the new foreign currency policy and subsequent realignment of the several market exchange rates would provide greater US dollar liquidity over time and help to alleviate the challenges of the last few years in accessing US dollars in the market.

Reviewed the legal, regulatory and commercial aspects of potential structures for FX sourcing and repatriation of funds.

Deloitte presented the audit plan and we considered whether this would drive further improvement in audit quality.

Agreed the viability statement disclosed in the 2023 Annual Report.

Reviewed risk reports, the appropriateness of preparing financial statements on the going concern basis and the Audit and Risk Committee's advice on making a 'fair, balanced and understandable' statement in the Annual Report.

Approved the adoption of the going concern basis of accounting in preparing the half and full year results.

Corporate governance continued

Leadership and employees

Amplified employee listening

Board members participated in diverse events across the Group. See pages 116-117.

Progressed Board succession planning

Approved the appointment of a new CEO and reduced Board numbers from 13 to 11. See pages 85, 138 and 140.

Discussed how to support the CEO designate as he moves into his new role and provided guidance and focus on operational issues.

Reviewed the business separation steps for Airtel Money, as well as arrangements for Airtel Business (B2B).

Regularly updated by our CEO and chief HR officer on employee engagement and talent pipeline initiatives, including our 'Women in technology' one-year mentoring programme, the new Airtel Africa mobility programme and the Digital Labs initiatives.

The chief HR officer provided regular updates on key vacancies (ExCo, senior leadership and OpCo MDs) and on efforts to improve gender balance at senior management level.

Win with people

Regularly reviewed our strategy to ensure that we always have the right people, with the right skills in the right roles at the right cost, who can demonstrate Airtel Africa's unique culture. This year we focused particularly on Airtel Money, Business to Business (Enterprise business, Nxtra (data centre) and Fiberco) and OpCo network operations.

Supported the growth of young talent through graduate training programmes.

Heard regular updates from our chief HR officer on talent considerations including trends in recruitment, staff retention and turnover, and succession planning.

Worked to make sure our remuneration policy remains appropriate and able to incentivise our executive team, while being able to adapt to each year's developments and strategy.

Endorsed the CEO's ExCo appointment of:

- Carl Cruz, managing director, CEO Nigeria
- Anwar Soussa, regional director, Francophone Africa
- Jacques Barkhuizen, chief information officer
- Martin P Fréchette, chief legal officer
- Oliver Fortuin, CEO Airtel Business (Africa)
- Sunil Taldar, director, Transformation (and CEO designate)

Endorsed the appointments of Kamal Dua, deputy chief finance officer and Oladimeji Olaniyan, head of strategy and sustainability to the senior management team.

Invited each regional director and each of the functional ExCo members to present business updates to the Board on rotation, giving the Board the opportunity to assess and compare the management styles of each presenter.

Held a Group talent update: a full organisational and succession review across the senior leadership team providing our Board with the opportunity to understand our business requirements and provide input.

Reviewed our people agenda and the robustness of our succession plans for improving diversity, talent management and bench strength and endorsed our talent, culture and employee engagement initiatives.

Agreed to continue to focus on achieving greater gender balance within our business.

Discussed initiatives to meet diversity targets such as gender-balanced shortlists and interview panels and new networks to increase junior-level exposure to management, integration and visibility initiatives.

Internal control and risk management

Data security

Through the CEO's monthly and quarterly reports, the Board received regular data security updates and reviewed cybersecurity initiatives.

Considered and agreed the Group's risk appetite and principal and emerging risks and approved risk appetite statements.

Agreed the Modern Slavery Act Statement (available at www.airtel.africa).

Oversaw the November rollout of mandatory compliance training across the Group and monitored the rollout of online learning programmes for capability building, functional training and key competency areas.

The Audit and Risk Committee was briefed on completion and certification rates for our annual Code of Conduct mandatory training.

The courses included:

- Code of conduct policy
- Anti-bribery and anti-corruption policy
- Anti-fraud policy
- Information security

Closely monitored and reviewed the impact of the coups in Niger and Gabon and disruption to international connectivity as a result of passing through Sudan and Cameroon.

Governance and stakeholders

Considered and approved the notice of Annual General Meeting for issue to shareholders and the arrangements for the 2023 AGM.

Reviewed related-party transactions during the year, determined that these were at arm's length and agreed appropriate disclosures.

Established a regulatory sub-committee of the Board, chaired by Paul Arkwright, special adviser to the chair and Board. This will: ensure oversight of geopolitical trends and opportunities to maximise influence on political and security developments in our OpCos. It will also:

- Create a results-focused forum to address regulatory and market access issues
- Consider political, legal and reputational risk in the medium term (including government and policy changes affecting business operations)
- Factor in relevant events such as Board meetings, strategy discussions and visits by our chair to OpCos (including in his capacity as chair of the G20 B2B Group on integration of African economies).

This committee does not seek to interfere with the work of the regulatory team or regional MDs.

Held two additional single topic Board meetings to review:

1. Our Annual Report to ensure it was fair, balanced and understandable before formal approval at the May Board meeting
2. Our second Sustainability Report to make sure it was aligned with our 10-year business plan

Our corporate legal advisors, Herbert Smith Freehills LLP, provided training on the political environment, governance reform, liability to investors and the focus on directors' duties. The subsequent Board discussion focused on audit, diversity, market abuse and section 172 compliance.

Our roadmap to net zero and reducing greenhouse gas (GHG) emissions

In November 2023, we launched our scope 3 strategy. This focuses on an ongoing engagement programme across our supply chain with top-tier partners and suppliers, ensures a regular flow of information, and enables us to monitor their impact on the environment.

Continued to monitor scope 1 and 2 emissions with the intention to achieve our near-term target of 62% reduction in scope 1 and 2 emissions intensity by 2032.

Our strategy has been costed and is being rolled out to the business.

» For more on our decarbonisation strategy, see our 'Journey towards a net zero future' on www.airtel.africa

Considered the output and recommendations from the Board and committees' effectiveness review, and considered areas of focus and how to implement these.

Reviewed and approved the directors' register of interests, and received details of Board members' external appointments and share dealings.

Reviewed our compliance with the UK Corporate Governance Code and wider statutory and regulatory requirements.

Established the Airtel Africa Charitable Foundation.

Reviewed our Task Force on Climate-related Financial Disclosures (TCFD) and identified climate-related risks and opportunities – and more widely, continued to oversee and support the implementation of our sustainability strategy.

Monitored and reviewed the effectiveness of the information sharing and separation protocols between Airtel Africa and Bharti Airtel and received updated training on applying these protocols from our corporate legal advisors and company secretary.

Monitored and considered stakeholder feedback and continued to actively promote wider engagement.

Reviewed the quarterly compliance certificates provided by executive management confirming the adequacy of procedures to review the effectiveness of our internal and disclosure controls and discussed areas of non-compliance.

Received a joint presentation and had a discussion with our corporate brokers on our share price performance since IPO, investor profile, ESG profile and dividend yield and on capital return considerations in July 2023.

Continued to support our Nigeria management team in identifying ways to ensure all subscribers provide their valid National Identification Numbers (NINs) and update their SIM registration records – this followed a Nigerian Communications Commission (NCC) directive to all Nigerian telecom operators

Supported working closely with the regulator to minimise disruption and make sure affected customers continued to benefit from full connectivity in line with our aim to drive increased connectivity and digital inclusion.

Corporate governance continued

A closer look at...

Our Board strategy session October 2023

Purpose	To review external changes and understand potential impacts on our long-term strategy. And to assess both the risk and opportunities we face and identify key topics to consider continuing maximising both shareholder and stakeholder value.
Attendees	40 people, including our: • Board • Group Executive Committee (ExCo) • Group strategy team • Finance team
Reviewing the external context	Our Board discussion was in the context of a challenging operating environment and unprecedented market volatility driven by macroeconomic and geopolitical factors, including inflationary pressures, political uncertainty and FX devaluation across several key markets. In this context, we considered the short-, medium- and long-term impact on our portfolio, supply chain and stakeholders, and the consequences for our transition to net zero by 2050. This was set against positive economic prospects in sub-Saharan Africa: a growing youthful population, rising urbanisation and low unique SIM penetration. For now, persistent inflationary pressures continue to subdue economic prospects.
Confirming strategic options	Our 'Win with' strategy continues to help us create value for our shareholders. We stress-tested the strategy and its alignment with our purpose by assessing the following areas: • The progress made by each OpCo against Group targets, as well as processes supporting growth and potential opportunities • Our financial strategy, including the balance of capital allocation and our approach to funding accelerated growth • Investor priorities and views on our strategy and ambitions • The role of our people and our organisational culture, skills and capabilities • The optimal business mix to support net zero and deliver long-term value
Outcomes and next steps	We agreed to make sure upcoming Board work includes: • Confirming that our strategic pillars are unchanged and that digitisation and sustainability continues to underpin each pillar • Confirming that each of our collaborative businesses – GSM, Airtel Money, Airtel Business and Airtel Digital – are well placed for their continued focus on growth and execution • Approving the strategic priorities for each OpCo and agreeing optimal growth areas within each • Regularly reviewing our capital allocation framework in the context of the evolving macroeconomic environment • Setting an ongoing programme of strategic questions and topics to consider during 2023/24

Board attendance

Our directors make every effort to attend all Board and committee meetings. During this reporting period, our Board and committee meetings were fully attended with one exception. In October 2023, Sunil Bharti Mittal was called to a last-minute meeting with India's prime minister, Narendra Modi, and so was unable to attend the scheduled Board meeting. He passed on his comments through Akhil Gupta and Andy Green, senior independent director.

If a director is unable to attend a meeting, they receive the papers in advance and give their comments to the chair to communicate at the meeting. The chair follows up with them after the meeting about decisions taken.

Directors' other significant commitments are disclosed to the Board during their appointment, and they must notify the Board of any subsequent changes. We have reviewed the availability of the chair and the non-executive directors to perform their duties and consider that each of them can and does devote the necessary amount of time to Airtel Africa.

Board members during 2023/24	Scheduled Board meetings	Number of additional Board meetings attended[1]	Audit and Risk Committee	Remuneration Committee	Nominations Committee	Market Disclosure Committee[3]	Sustainability Committee
Sunil Bharti Mittal[2,5] Chair	5/6	2/2			3/3		
Segun Ogunsanya CEO	6/6	2/2				2/2	7/7
Jaideep Paul[3] CFO	6/6	2/2					7/7
Andrew Green Independent non-executive director	6/6	2/2	10/10		3/3	2/2	
Awuneba Ajumogobia Independent non-executive director	6/6		10/10	6/6			
Doug Baillie Independent non-executive director[4]	4/4			3/3	3/3	1/1	
John Danilovich Independent non-executive director	6/6	2/2		6/6			
Tsega Gebreyes Independent non-executive director	6/6	2/2		6/6	1/1		
Annika Poutiainen Independent non-executive director	6/6	2/2	10/10				7/7
Ravi Rajagopal Independent non-executive director	6/6	2/2	10/10		3/3	2/2	
Akhil Gupta[2] Non-executive director	6/6	2/2					
Kelly Bayer Rosmarin[2,4] Non-executive director	4/4	2/2					
Shravin Bharti Mittal[2] Non-executive director	6/6	2/2					

Note: in the table, the first number represents attendance. The number following the divider represents number of scheduled meetings.

1 Additional unscheduled Board meetings took place in connection with our CEO succession plan, the approval of the Annual Report and related matters, and approval of our sustainability strategy.

2 Appointed in line with the relationship agreement.

3 Communicates monthly in writing before releasing information in line with the information protocols and service agreement with Bharti Airtel.

4 Stepped down from the Board on 1 November 2023.

5 Sunil Bharti Mittal was asked to meet with India's prime minister, Narendra Modi, and so was unable to attend the October 2023 meeting.

A closer look at...

Governing the separation of Airtel Money

Keeping a close eye on progress

During the year, our Board closely monitored the progress made on restructuring the Airtel Money Commerce B.V. (AMC BV).

The Airtel Money CEO gave quarterly presentations and reports to our Board. These covered areas such as quarterly performance, financial data, risks and opportunities, and significant issues. He also reported monthly to the Board on significant developments, including the status of the restructuring project across our mobile money business and progress against completion conditions as described in the investment agreement.

Key interests and concerns

IT and cybersecurity strategies

Through the Audit and Risk Committee, the Board monitored the rollout of the IT strategy to ensure platform stability and service uptime for customers.

Our aim was to enhance the effectiveness and efficiency of the money transfer business. We needed to consider the strict controls exerted by each of the 13 connected central banks and the financial intelligence departments in each market. So, the Board requested that management intervene on a timely basis to minimise incidents and frauds. To this end, our Audit and Risk Committee received regular updates on IT and cybersecurity strategies, particularly around the Mobiquity platform upgrade and IT process refinements.

Controls, risks and compliance

Our Board asked Andy Green, as a member of our Audit and Risk Committee, to attend AMC BV Audit and Risk Committee meetings. The committee benefited from his knowledge, expertise and guidance, and his quarterly reports to the Board provided oversight and assurance on how the committee was monitoring controls and risk-related issues. Our aim was to make sure that all controls on potential significant anti-money laundering breach, fraud or financial impropriety, or cybersecurity incidents were appropriately applied to minimise risks to the Group.

Every six months, our Audit and Risk Committee chair also met with the AMC BV Audit and Risk Committee chair and the AMC BV CEO to discuss strategic matters.

A one-off remuneration vehicle to successfully deliver the AMC BV IPO

In line with the IPO journey of AMC BV, our Board approved a one-off Airtel Money pre-IPO long-term incentive plan (LTIP). This was intended to motivate, reward and retain key employees, incentivising exceptional business performance.

Corporate governance continued

Board evaluation

Board performance

With the assistance of the company secretary, we evaluated the effectiveness of our Board and its committees and directors in the last quarter of the financial year. Our aim was to measure our Board operations against good practice and the corporate governance principles referred to in Principle L and Provisions 21, 22 and 23 of the Code.

In 2023/24 the Board evaluation focused on seven core areas:

- Board composition and dynamics
- Stakeholder oversight
- Board support
- Management and focus of meetings
- Board committees
- Strategic oversight
- Succession planning and people oversight

During the year the Board undertook a second internal evaluation (the three previous yearly reviews were externally facilitated). The Group company secretary circulated questionnaires for feedback on a range of areas to the Board, the directors and each committee. The evaluation probed the Board's oversight of wider strategy, risk management and internal controls, succession planning and employees, and priorities for change.

A report was prepared on the completed questionnaires and the secretary relayed the feedback gathered to the chair and senior independent director. The Board and each committee then discussed the results in detail, and the chair had follow-up discussions with directors on the findings. Separately, the senior independent director held a meeting of the non-executive directors without the chair to consider the chair's performance and the running of the Board. This evaluation confirmed that the Board, its committees, and individual members all continue to operate effectively and that each performed strongly during the year.

In response to the areas identified for focus in last year's evaluation, the Board recognised that discussions and interactions between management and Board members had become more productive thanks to more time for informal engagement around formal meetings. While the IT function, cybersecurity and disaster recovery plans had improved during the year, the Board sought a deeper understanding of digital and data developments and the threats and opportunities each presented. The Board also noted that more time and resources had been allocated to strategic matters, emerging trends and potential medium- to long-term implications leading to a more meaningful Board strategy session.

While the Board's focus on risk during the year resulted in improved ratings for its oversight of risk, more work is required to mitigate risk. At the Audit and Risk Committee level, oversight of compliance controls is good – the Board would like to receive more detail on this in its own meetings.

From the anonymised survey responses, we identified key focus areas and recommendations for the Board and its committees.

2023/24 evaluation results

The chair and company secretary presented the reports to the Board in May 2024 for discussion and review.

Recognising its strengths and areas to develop, the Board and its principal committees agreed actions for the coming year. For details, see table 'Board evaluation 2023/24'.

Conclusions

The 2023/24 evaluation has shown that the Board has the appropriate balance of skills, experience, independence and knowledge to perform Board and committee responsibilities effectively. Respondents unanimously agreed that the Board had performed well over the year and was operating effectively.

The chair, assisted by the company secretary, drew up a list of action points based on the evaluation and allocated responsibility for completing the actions. The Board and each committee will review progress against these at each meeting.

Reappointing directors at the AGM

In line with the Code, all directors, with the exception of John Danilovich, will be putting themselves forward for re-election at our AGM on 3 July 2024. Sunil Taldar and Paul Arkwright will stand for election following their appointments on 1 July and 9 May, respectively. Following the formal performance evaluation described here and considering each director's skills and experience (set out on pages 88-91), the Board concluded that all directors continue to give sufficient time to their Board duties and believes that the re-election of all directors is in the best interests of Airtel Africa.

The chair confirmed that the non-executive directors standing for re-election at this year's AGM continue to perform effectively, both individually and collectively. He also agreed that each non-executive director shows commitment to their roles and continues to provide constructive challenge, strategic guidance and specialist advice, including holding management to account.

Board evaluation 2023/24

Outcome	Key findings and areas for focus	Action
General feedback	• The Board is satisfied with its composition, expertise and performance and the content of its meetings • The diversity, inclusivity and openness of the Board are strengths • Performance of the committees is strong and led by respective chairs	• Continue to encourage an open culture and productive discussions among Board members and with ExCo members • Improve interactions between management and Board members by creating more time for informal engagement around formal meetings • Improve the Board's understanding of employee sentiment (the next all-employee survey is due July 2024)
Strategic oversight	Digital and data developments	Deepen the Board's understanding of digital and data opportunities and threats
	Risk	• Continue to focus on risk and ensure adequate time to discuss risk mitigation strategies • Improving Board-level reporting on compliance controls
Strategic focus	• Regular discussions on culture and values are welcomed • There are opportunities to enhance the strategic focus of the Board discussions, including around emerging trends and their medium- and long-term implications	Allocate time and resources to focus more on: • Strategic matters – including foreign exchange liquidity and rate volatility, regulatory and tax matters • Emerging trends and their potential medium- to long-term implications • Our competitive environment
Governance and compliance	• Review the Board agenda to ensure an appropriate focus on business, operational and strategic topics and balance with governance and compliance matters	Update the Board agenda to create more time to discuss operational and strategic topics Continue to focus on Board and management succession planning and on ensuring a strong pipeline of diverse talent by: • Identifying key areas of expertise such as telecoms and fintech experience, as well as African resident candidates with specific finance skills, and pointing our recruitment and talent pipeline in this direction • Continuing to find more opportunities for Board members to engage with employees in different locations, such as during site visits
	Company secretary support There was broad recognition that the company secretary provides strong support to the Board	• Continue to focus on improving pre-read materials and use of summaries. Materials should include full slide decks, including appendices • Board presentations should contain no more than four slides, unless approved by the CEO
Sustainability strategy	We need to make sure that our sustainability is central to Board discussions and our business practices and processes	• Identify how to fill sustainability funding gaps

Our compliance with the UK Corporate Governance Code

Airtel Africa plc ordinary shares have been trading on the main market of the London Stock Exchange since 3 July 2019, so we apply the principles and comply with the provisions of the 2018 UK Corporate Governance Code (the Code) and explain any non-compliance. (See the Code at frc.org.uk.) While we have a secondary listing on the Nigerian Stock Exchange (NGX), we're permitted by NGX listings requirements to follow the corporate governance practices of our primary listing market.

The principles set out in the Code emphasise the value of good corporate governance to the long-term sustainable success of listed companies. Our Board is responsible for ensuring that we have appropriate frameworks in place to comply with the Code's requirements. This governance report and the strategic report set out how Airtel Africa has applied the principles of Code throughout the year.

The Board believes that during the reporting period the company was in full compliance with all applicable principles and provisions of the Code except for Provision 9, as described last year and set out below.

“

Teamwork is the essence of good governance – and achieving solid corporate governance and transparency in our reporting remains a shared ambition at Airtel Africa.

”

Simon O'Hara
Group company secretary

Compliance with the UK Corporate Governance Code

Code provision not yet met

Provision 9: the chair should be independent on appointment when assessed against the circumstances set out in Provision 10.

Explanation

The Board has concluded that our chair, Sunil Bharti Mittal, did not meet the independence criteria of the Code due to his interests in the company. However, in view of his extensive involvement with the company and the Bharti Airtel Group over many years, the Board considers that he has made a major contribution to our growth and success and unanimously agrees that his continued involvement is crucial to the ongoing success of Airtel Africa.

The Board has put several safeguards in place to ensure robust corporate governance during his tenure as chair. These include appointing Andy Green as senior independent director to act as a sounding board and support for the chair and as an intermediary for other directors and shareholders. The independent non-executive directors have carefully considered Sunil's leadership position. As part of the annual Board evaluation process, they looked at the checks and balances in place to mitigate the risk of having a non-independent chair, including the impact on Board effectiveness and Board dynamics. They concluded that these checks and balances are strong and effective.

Our strong culture has benefited from stable and consistent leadership at Airtel Africa. The seven independent non-executive directors on the Board provide a fresh perspective and challenge, a range of corporate experience, and effective challenge to the chair and other executive directors. This was endorsed by the three consecutive external evaluation exercises undertaken since listing. The Audit and Risk Committee and the Remuneration Committee are each chaired by an independent non-executive director. The Nominations Committee is chaired by Sunil Bharti Mittal.

We also review the chair's performance as part of the annual Board evaluation exercise. In line with the Code, the chair only sits on the Nominations Committee.

The Board believes Sunil Bharti Mittal continues to effectively oversee our leadership and maintain a balanced shareholder agenda.

We'll continue to report against this provision while Bharti Airtel remains a majority shareholder or until the chair is no longer in place, at which time these arrangements will be reviewed.

1. Board leadership and company purpose

A. An effective and entrepreneurial Board

Our Board is responsible for Airtel Africa's system of corporate governance. As such, directors are committed to developing and maintaining high standards of governance that reflect evolving good practice.

The Board provides strategic and entrepreneurial leadership within a framework of strong governance, effective controls and an open and transparent culture. This enables opportunities and risks to be assessed and managed appropriately. Our Board also sets our strategic aims and risk appetite, makes sure we have the financial and human resources in place to meet our objectives, and monitors our compliance and performance against our targets. And finally, the Board ensures we engage effectively with all our stakeholders and considers their views in setting our strategic priorities.

Roles and responsibilities

We have well-documented roles and responsibilities for directors, and a clear division of key responsibilities between our chair and CEO to help maintain a strong governance framework and the effectiveness of our Board. Our clearly defined policies, processes and procedures govern all areas of the business. These will continue to be reviewed and refined to meet business requirements and changing market circumstances.

We re-examine budgets considering business forecasts throughout the year to make sure they're robust enough to reflect the possible impact of changing economic conditions and circumstances. We conduct regular reviews of actual results and future projections compared with the budget and prior-year results, as well as with various treasury reports. We monitor any disputes that could lead to significant litigation or contractual claims at each Board meeting, with updates provided by the CEO and CFO as part of their reports or tabled by the company secretary.

We have a Board-approved framework of delegated authority to identify and monitor individual responsibilities of senior executives.

The Board recognises that, as Airtel Africa continues to grow as a transformative force for good, it is our duty to uphold the highest standards of ethical conduct, integrity, and compliance in all that we do. The Board recognises that each one of us has a responsibility to adhere to all compliance policies, including the Code of Conduct and anti-bribery and corruption policy. These policies set expectations for the behaviour of all employees and are grounded in our core values of Alive, Inclusive and Respectful.

B. Purpose, vision, strategy and culture

Our purpose is to transform the lives of people across sub-Saharan Africa.

Airtel Africa is transforming lives across Africa. Our services are connecting the unconnected, reaching the financially excluded and bridging the digital divide – which helps unlock the extraordinary potential for Africa's people, businesses and economies to grow. As an African business, serving the communities in which Airtel Africa people live and work, the company is a partner in delivering sustainable development objectives in the 14 countries in which we operate.

Strategy

We're able to deliver this positive social impact because of the strength of our business model and our excellence in executing our 'Win with' strategy, which is underpinned by our four-pillar sustainability strategy.

Our products, services and programmes foster financial inclusion, drive digitisation and empower our 152 million customers and the communities in which they live. To continue to serve our vision of enriching the lives of our customers, we have a clear business objective: to grow market share profitably and create superior enterprise value while delivering our sustainability strategy.

We provide essential services that are unlocking the potential for people and economies to grow. The Board sets the strategy for aligning with our purpose. Our 'Win with' strategy ensures that working to deliver our sustainability strategy underpins everything we do. Our focus on the digitalisation of our products and services, as well as our internal systems and processes, increasingly functions as an accelerator for each of our strategic pillars.

Underpinning our strategy for growth is our sustainability strategy. This supports our well-established corporate purpose of transforming lives, as well as our continued commitment to sustainable development and acting as a responsible business. Our sustainability strategy sets out our goals and commitments to foster financial inclusion, bridge the digital divide and serve more customers in some of the least penetrated telecoms markets in the world. This year, we continued to make strong progress in each of our core strategic pillars: 'Win with technology', 'Win with distribution', 'Win with data', 'Win with mobile money', 'Win with cost' and 'Win with people'.

›› For more on our strategy, see the strategic report from pages 24-33

Culture

Our Board believes that a healthy culture – which drives the right behaviours, protects and generates value and helps employees live up to our values – will lead to the successful delivery of our business goals. It is responsible for defining our values and setting clear standards from the top. Our chair leads the way by ensuring our Board operates correctly and with a clear culture of its own which can be cascaded to our wider operations and dealings with all stakeholders. Our CEO, with the help of the CFO, our chief HR Officer and the senior leadership team, is responsible for the culture within our wider operations.

To enable us to build a high-performing workforce that aligns with our business priorities, our talent strategy mirrors the four pillars of our people strategy: talent acquisition, talent development, diversity and performance management. We continue to build our people and talent capabilities and our business capacity through:

- On-the-job learning and encouraging teams to take ownership of their development, supported by the 70:20:10 development principle – experience, exposure and education
- Simplifying and automating HR and employee processes, removing duplication of work and embedding cross-functional collaboration

Our compliance with the UK Corporate Governance Code continued

- Improving rewards and recognition for employee performance including fixed, variable and share incentive plans
- Embedding our pay for performance principles which guides our reward philosophy and how we review our employee performance

The Board receives regular reports that allow it to examine our company culture. This has led to Board discussions on topics ranging from gender balance across the business to how to achieve better workforce engagement. The Board strives to satisfy itself that policies, practices and behaviours throughout the business are in line with our purpose, vision, values and strategy.

In 2024, the directors revised our Board Diversity policy to include support for the recommendations and targets set out in the FTSE Women Leaders Review (formerly Hampton-Alexander Review) on gender balance, the Parker Review on ethnic diversity, and more generally the Listing Rules. Our Nominations Committee considered the Board's diversity as part of director recruitment exercises and monitors progress against our gender balance targets.

» For more information on Board diversity, see page 144

At each meeting, the Board was updated through the CEO's quarterly report on issues affecting the health and wellbeing of employees. This resulted in several employee wellness initiatives, as well as support for emergency responses during natural disasters. A key component of our sustainability strategy is ensuring we create a safe working environment for all employees.

» For more information on employee wellbeing, see page 116

Our chief internal auditor has a robust reporting framework for monitoring our compliance culture and includes findings in the quarterly internal audit report to the Audit and Risk Committee for subsequent sharing with the Board.

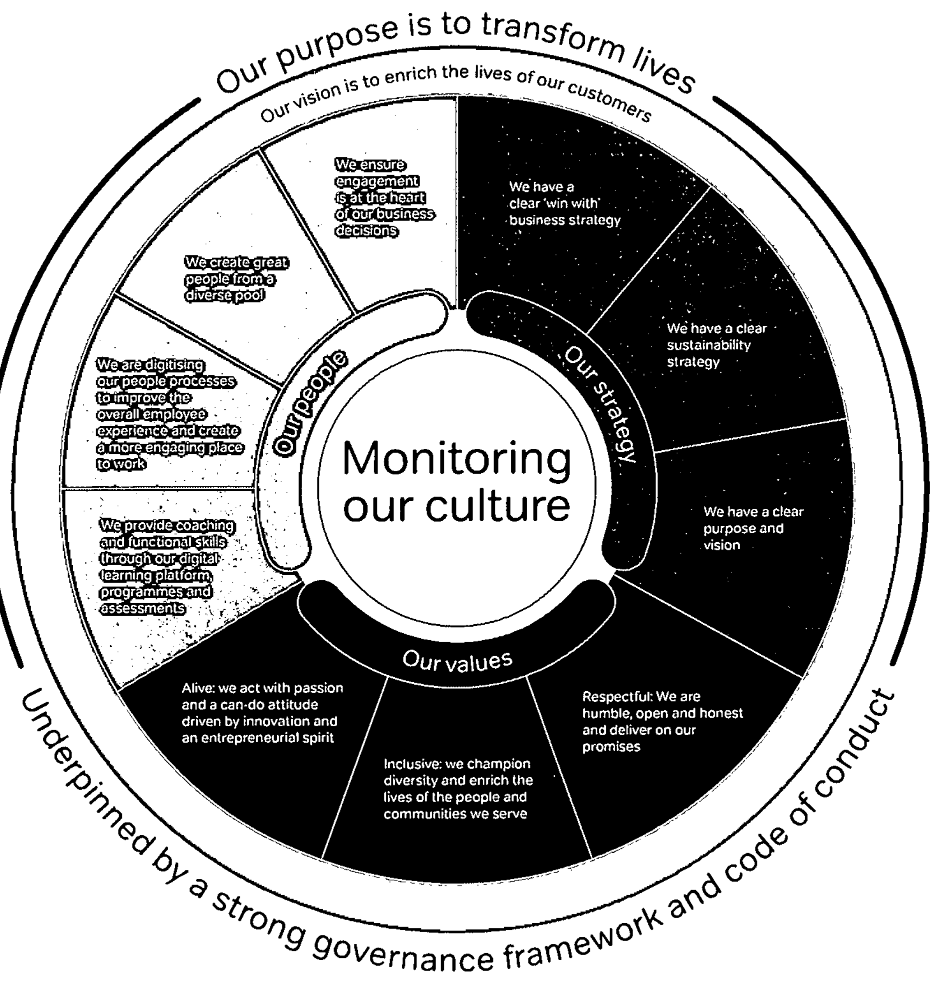
Our Remuneration Committee helps the Board oversee culture by making sure our remuneration philosophy and principles encourage behaviours consistent with our purpose, vision, values, strategy and culture. It does this primarily by focusing on diversity and inclusion, people and community engagement. The committee tracks performance in these areas and reports to the Board as appropriate.

Annika Poutiainen is our Board sustainability champion, supported by the CEO, CFO and company secretary as fellow committee members. She reports at each Board meeting on the work of the Sustainability Committee. This meets every two months and receives occupational health and safety updates enabling directors to monitor key metrics of our health and safety framework.

Our chief HR officer attends most Board meetings and all Remuneration Committee meetings to update members on diversity and inclusion efforts, how we attract and retain talent, succession planning and employee engagement. The chair of the Remuneration Committee also includes these topics in his report to the Board.

While our leadership establishes our culture and leads by example, our clear policies and Code of Conduct ensure that our obligations to shareholders and other stakeholders are clearly understood and met, as described in more detail on pages 114-125.

» For more on how our Board oversees our culture, see page 116



Culture benefits

For the company	For employees
Talent retention and development Helps us keep top-performing talent by offering people a chance to grow and learn and showing our commitment to developing and retaining good employees	**Learning and development** • Developing new skills and understanding new business environments • More adaptability and better problem-solving skills • A global mindset, which is increasingly important given the rise of interconnected multicultural teams
Knowledge and skill transfer • Facilitates the transfer of knowledge and best practice between OpCos as well as building capabilities • Helps increase innovation and efficiency in host OpCos	**Career growth** Exposure to new challenges and skills to accelerate career growth
Enhanced organisational productivity Participants have reported improved engagement, morale and job satisfaction, which enhances our organisational productivity	**Enhanced employee engagement** Improved engagement, morale and job satisfaction
Diversity and inclusion Supports a growing culture of diverse thought that welcomes differing perspectives	**Financial benefit** Employees are compensated during the assignment
Global leadership development and competitive advantage More opportunities to identify and cultivate future talent who can navigate complex business environments	

C. Company performance and risk management

Our CEO manages the Group's business in line with the strategic plan and approved risk appetite and takes responsibility for the operation of the internal control framework. Our Audit and Risk Committee oversees potential risks and provides the Board with strategic advice on current and potential future risk exposures. Our risk management framework supports informed risk-taking by our businesses, setting out the risks that we're prepared to be exposed to and the risks that we want to avoid.

» More information on risk management can be found on pages 70-77

D. Stakeholder engagement

Our Board members are increasingly engaging with shareholders and wider stakeholders and addressing their concerns. This is in keeping with our sustainability strategy, which addresses stakeholder concerns as advised by the Global Reporting Initiative (GRI), and the ongoing development of our remuneration policy. Our director induction includes directors' duties under section 172 of the Companies Act 2006.

The Board regularly receives feedback on shareholder sentiment and sell-side analysts' views of our business and the wider industry. Our Investor Relations team and management have frequent contact with the 14 active equity research analysts who follow Airtel Africa.

The chair of the Board, the Remuneration Committee chair, other members of the Group's senior management such as the company secretary and head of sustainability, as appropriate, also engage regularly with investors on a wide range of matters including governance, people, remuneration and sustainability.

Our Board discusses the impact of all major decisions on our workforce before drawing its conclusion. Sunil Bharti Mittal is our designated Board director for employee engagement, given his regular travel to our OpCos.

Stakeholder considerations are included in every Board paper as part of the standard template. This ensures that we factor the needs and concerns of our stakeholders into Board discussions and decisions in line with section 172 of the Companies Act 2006 (see statement on page 71).

» For more on how we engage with our key stakeholders see pages 114-125

E. Workforce policies and practices

We expect all businesses and employees to work with the highest standards of integrity and conduct at all times. Our updated Code of Conduct, which can be found on our website, sets out our expectations in detail. We also have policies focused on anti-bribery and corruption, whistleblowing and data protection (GDPR) setting out the framework that all companies and employees are expected to follow. Each year, our employees receive up-to-date training on legislative and regulatory matters.

Our management processes and divisions of responsibility are detailed in the following documents, which can be seen on our website:

- Schedule of matters reserved for Board decisions, including profit expectations and dividend policy
- Terms of reference for Audit and Risk, Nominations, Sustainability and Remuneration Committees
- Policies covering operational, compliance, corporate responsibility and stakeholder matters, including ones related to the Bribery Act 2010 and anti-corruption – these are updated as necessary in line with developments in corporate governance and legislation
- Our Articles of Association

Our policies are reported on to the Board and Audit and Risk Committee by our chief of internal audit and risk assurance, chief compliance officer and Group company secretary.

» A description of our whistleblowing procedures is set out on page 135

Our compliance with the UK Corporate Governance Code continued

To help people develop fulfilling and rewarding careers, we have a performance and reward system. We look to promote internally and to give people roles where they can grow their skills and capabilities. Our Airtel Africa mobility programme helps us identify and reward high-performing teams by sending them to different OpCos to share and enhance skills.

We continue to identify training needs through manager assessments and employee input. We also use performance review feedback to make sure people can develop the skills they need. Our learning and development provision includes our online learning platform, Percipio, in-person training, and cross-border and cross-functional training.

All employees are given help, training and encouragement to reach their potential and use their unique talents. Our efforts are strategically focused on enhancing functional capabilities and fostering leadership qualities.

We continually work on cybersecurity awareness through ongoing employee training ensuring that necessary responses to cybersecurity risks are clearly understood. We run regular training programmes on cybersecurity and conduct regular cybersecurity risk assessments to increase awareness of social engineering fraud and system access caused by poor security protocols.

» For more detail on our learning and development initiatives, see page 117 of this report and our 2024 Sustainability Report

2. Division of responsibilities

F. Role of the chair

The roles and responsibilities of the chair and CEO have been clearly defined, set out in writing and signed by Sunil Bharti Mittal and Segun Ogunsanya.

The chair leads our Board and is responsible for its overall effectiveness in directing the company, its governance and balanced decision-making. He ensures that we think long term when making decisions – and that sustainability, including but not limited to climate change, is considered at the levels of strategy, operations and risk. He also engages with major shareholders and key stakeholders to make sure our Board understands and considers their views. He sets the cultural tone of the businesses and leads initiatives to assess culture.

Our chair and the senior independent director hold separate meetings at least once a year with non-executive directors without the CEO present. Each did this once during the 2023/24 reporting period. Led by the senior independent director, the non-executive directors also meet at least once during the year without the chair to appraise his performance. On separate occasions, the chair and the senior independent director also meet formally with independent non-executive directors without executive directors or other non-executive directors present. Through these meetings, the chair and senior independent director make sure we maintain a fair and open culture where all Board members can make a strong contribution.

The Board is aware that Sunil Bharti Mittal did not meet the independence criteria of the Code when he was appointed due to his interests in the company. Considering his extensive involvement with the Bharti Airtel Group over many years and his major contribution to Airtel Africa's growth, the Board unanimously agrees that his continued involvement is crucially important to our ongoing success. We have several safeguards in place to ensure robust corporate governance during his tenure as chair, including Andy Green in position as a strong senior independent director.

The Board believes Sunil Bharti Mittal continues to effectively oversee our leadership and maintain a balanced shareholder agenda.

G. Board composition and division of responsibilities

Our Board consists of 11 directors: non-executive chair Sunil Bharti Mittal, who is not independent, CEO Segun Ogunsanya, CFO Jaideep Paul, six independent non-executive directors and two non-executive directors. Andy Green, CBE, is the senior independent director and Simon O'Hara is our Group company secretary.

The Board has an established framework of delegated financial, commercial and operational authorities that define the scope and powers of the CEO and of operational management.

» For more on our Board and executive roles, see page 95

H. Role of non-executive directors

Our independent non-executive directors offer advice and guidance to the CEO and CFO, drawing on their wide experience in business and diverse backgrounds. They also provide constructive challenge and hold management to account – monitoring the overall direction and strategy of the company, scrutinising the performance of the CEO and CFO, and ensuring the integrity of the financial information made available to the Board and our shareholders. They play an important part in general succession planning for the Board and other executive and senior management positions.

The senior independent director and the independent directors also play a critical role in fulfilling the requirements of the separation governance framework and ensuring Airtel Africa's independence.

The senior independent director provides a sounding board for the chair, leads the chair's annual performance evaluation and serves as an intermediary to other directors when necessary. He is available to all stakeholders if they have any concerns.

The independent non-executive directors help develop strategy, review management performance and provide independent insight and support based on their experience. They also review financial information and make sure our system of internal control and risk management is effective. They review succession plans for the Board and senior leadership, set executive remuneration policy and engage with key stakeholders and report to the Board on perspectives. Each serves on or chairs various Board committees.

I. Board processes and role of company secretary

Our company secretary supports the chair, ensuring the Board has high-quality information, adequate time and appropriate resources. He also advises the Board on corporate governance and facilitates professional development for Board members.

We have a range of processes in place to make sure our Board is fully informed in a timely manner to be able to perform its duties. Directors receive papers before each Board and committee meeting through a secure online portal. This allows them to prepare for meetings and to send in their views if unable to attend.

The CEO and the CFO send updates to directors on important issues between meetings. Directors also receive a monthly report on key financial and management information, as well as regular updates on shareholder issues and analysts' notes.

All directors have direct access to the advice and services of the Group company secretary. And non-executive directors can take independent legal advice at the Company's expense when necessary to fulfil their duties to the company.

We take time at the end of each Board meeting to review our Board and committee processes and to build on actions introduced because of the annual evaluation exercise. Coordinated by the company secretary and led by the chair, we consider feedback from Board members to improve our efficiency.

3. Composition, succession and evaluation

J. Board appointments

As part of our 2023/24 Board evaluation, we reaffirmed that each of our independent non-executive directors is independent in character and that there are no relationships that could affect their judgement.

The main objective of our Nominations Committee is to make sure we have the best possible leadership team by overseeing a formal, rigorous and transparent process for appointing and removing directors to or from the Board, our committees and other senior roles. The committee also works to improve diversity and develop our succession-planning processes.

» For details on our Nominations Committee's activities and processes during the year, including changes to our Board and directors, see pages 138-148

K. Skills, experience and knowledge of the Board and its committees

We have an engaged and diverse Board who reflect the cultural and ethnic diversity of the countries in which we operate. Our Board members bring a range of practical experience and deep expertise to our business – and at least half of our directors, excluding the chair, are independent non-executive directors, in line with the Code's recommendations.

The Board considers that each director brings relevant and complementary skills, experience and background to the Board, details of which are set out in the biographies on pages 88-91 and the skills matrix on page 87.

L. Board evaluation

As part of good governance, it's important to make sure our Board as a whole, its committees and each director is operating and performing effectively. The Code requires an externally facilitated evaluation at least every three years. We chose to conduct our first three evaluations this way to enable us to plan effectively for the future.

» See pages 106-107 for details

4. Audit, risk and internal control

M. Independence and effectiveness of internal and external audit

Each year, our Audit and Risk Committee identifies the key risks to be reviewed and assessed by Internal Audit as part of its programme of work to enhance our control environment. It makes sure that our policies and procedures safeguard the independence and effectiveness of internal and external audit functions and that our financial and narrative statements are true and complete.

During 2023/24, Deloitte UK performed an external statutory audit of year ended 31 March 2024, as well as a half-yearly review. See page 136 for a discussion of its independence and effectiveness.

» For more on the activities and processes of our Audit and Risk Committee, see page 126-137

N. Fair, balanced and understandable assessment

Pages 15-47 of the strategic report set out our performance, business model and strategy, as well as the risks and uncertainties relating to the company's future prospects. When taken as a whole, the directors consider this Annual Report is fair, balanced and understandable and provides information necessary for shareholders to assess our performance, business model and strategy.

» For more on the Audit and Risk Committee's assessment of fair, balanced and reasonable see page 132

O. Risk management, internal control and determining principal risks

As highlighted in the strategy and risk sections of the strategic report, managing risk is inherent to our management thinking and business planning processes. The Board has overall responsibility for establishing and maintaining our risk management and internal control systems. Our Audit and Risk Committee supports the Board in reviewing the effectiveness of our internal controls, including financial, operational and compliance, and risk management systems.

» For more on the activities and processes of this committee, see pages 126-137

5. Remuneration

P. Remuneration policies and practices

Our remuneration policy is intended to attract, motivate and retain high-calibre directors, to promote the long-term success of Airtel Africa, and to be in line with best practice and the interests of our stakeholders. It's designed to be appropriate for a listed company in the UK while taking account of our very specific circumstances: being listed on the LSE with a secondary listing on the Nigerian Stock Exchange and operating in 14 countries in Africa.

There are two key principles of our remuneration policy. One, that remuneration packages and performance-based schemes should be aligned with stakeholders' interests and support our business strategy and objectives. And two, that the performance-based remuneration element should be appropriately balanced between the achievement of short-term objectives and longer-term objectives.

In 2023, changes were made to the remuneration policy and reported in the 2023 directors' remuneration report.

Provision 41 engagement with the workforce

During this financial year, we engaged with employees on a number of issues, including remuneration, in a variety of ways – and in doing so remain compliant with Provision 41 of the Code.

» See page 115-119 for details

Q. Procedure for developing remuneration policy

The Remuneration Committee regularly reviews our policy to ensure that it operates as intended, is in line with best practice and is aligned with our evolving business strategy.

R. Exercising independent judgement

In the year ended 31 March 2024, Alvarez & Marsal provided remuneration advice and benchmarking data, and Clifford Chance provided legal advice in relation to share plan matters and remuneration advice to our Remuneration Committee.

The committee uses its discretion, within the maximum policy limits, to consider the target bonus taking account of market development opportunities, specific events and evolving roles. While the committee has the discretion to change the metrics and weighting for the bonus plan from year to year, we normally consult with major shareholders before making any significant changes.

» See our remuneration report on pages 146-165 for details

Engaging with our stakeholders

Our section 172 statement

This section explains how the Board engaged with stakeholders' interests and concerns and considered them when making business decisions in 2023/24 – in relation to their duties under section 172 (a) to (f) of the Companies Act 2006.

We aim to consistently apply our purpose, vision and core values – particularly 'respectful' – when making decisions and delivering our strategy. This helps us meaningfully engage with all our stakeholders, regardless of the outcome of any particular decision.

Directors are kept informed about our stakeholders' views in a number of ways, including through their own direct interactions. Stakeholder engagement takes place at both Group and local operational level.

During the year, the Board and its committees considered information from across Airtel Africa and received presentations from management. Every Board paper now includes stakeholder interests relevant to the decisions being considered. Directors regularly visit our local operations, and we hold Board meetings at regional offices to hear from representatives of the local business.

These measures enabled the Board to consider the likely consequences of decisions over the long term and potential impacts on stakeholders.

We know our stakeholders will hold a range of views about the decisions we take – and that not everything we do will please everyone, all the time.

Our chair is committed to ensuring that the Board hears both positive and negative stakeholder views and is supported in this by the executive team. The chair, the chairs of each committee, the senior independent director, CEO, CFO and our company secretary are all available to address concerns raised by stakeholders.

All engagements with stakeholders by anyone at Airtel Africa are underpinned by our set of business standards, which have stakeholder interests at their core. Our Code of Conduct sets out our high expectations for how all of us should behave, including respect for human rights and data privacy, and always acting lawfully. It helps support our belief that the value we create as a business must ultimately be shared between all stakeholders and contribute towards renewing and reaffirming the trust they have in us – and that we have in them.

» For more information about our Code of Conduct and modern slavery policy statement, see www.airtel.africa

How we work to understand our stakeholders

Identifying our key stakeholders and their interests, needs and level of influence is fundamental to successfully engaging with them. Our approach to identifying stakeholders is led by the AA1000 Stakeholder Engagement Standard, developed by AccountAbility, a guiding framework for businesses to effectively interact with their stakeholders. This defines key stakeholders as 'individuals, groups of individuals or organisations that affect and/or could be affected by an organisation's activities, products or services and associated performance with regard to the issues to be addressed by the engagement'.

We recognise stakeholders who we have the most significant impact on and who have the most material influence on our activities. This year we added media and non-profit or non-governmental organisations (NGOs) as new stakeholder groups. The priority stakeholders as identified in our matrix are:

- Our customers
- Our people
- Our communities
- Our partners and suppliers
- Governments and regulators
- Shareholders
- Media
- NGOs

Our customers

As of 31 March 2024, 152.7 million customers across Africa use our data, voice and mobile money services to connect, live and work.

How we engaged during the year

We do our best to engage with our customers using their preferred channel and have made significant inroads into giving people convenient options for interacting with us. Our key interaction points are digital: MyAirtel app, unstructured supplementary services data (USSD), our contact centre, automated phone services (IVR), email and social media.

Customers are also able to receive our services through 782 retail outlets, where we talk to them about the products and services that matter to them. Key services at retail outlets include Airtel Money cash and float services, SIM swap, home broadband sales, post-paid collections and distribution support.

Capturing our customers' views through these many channels informs our customer experience strategy. Using quantitative feedback such as interaction data and by analysing volume trends, we can identify which channels customers prefer to access different services.

For qualitative feedback, we ask customers visiting contact centres or company-owned retail stores to complete a net promoter score (NPS) survey. This gives us an NPS score that helps us measure customer loyalty, satisfaction and enthusiasm for Airtel Africa. The score also enables us to narrow down issues to process, store, or agent gaps. Our score rose from 15 at the beginning of the year to 29 on 31 March 2024.

We also use customer satisfaction surveys when developing new products and services.

Board oversight

Our Board is kept informed of customer-focused matters through CEO and CFO reports, which give an overview of operations by region, country and sector level. Executive directors are supported by their senior leadership and marketing teams who provide deeper analysis of the customer base. From these reports, the Board forms a view of the interests and priorities of customers and our ongoing engagement activities.

Interests and concerns

This year, customers continued to prioritise trust, convenience and reliability. They rely on the speed, uptime and accessibility of our network to use mobile money services. They also want to make sure their data and information is secure.

Many of our customers continue to worry about increases in the cost of living. People want to get as much value for their money as possible and are concerned about being able to buy more data and making data last longer.

Outcome and actions

We've deliberately diversified to offer customers more solutions that meet their needs. For example, our Airtel Money business now gives customers more payment options including utilities, bank-to-wallet connections and international money transfers.

We've strengthened our self-service options for customers to make sure these are simple, secure and intuitive on channels such as MyAirtel app, USSD and automated phone services. This allows people to easily access our bundle information at the point of purchase and check their balances.

And we've empowered our enterprise customers by introducing a business care portal where they can independently manage mobile services. They can now see and download statements, make payments, renew services and raise service requests at their convenience.

To provide more security for our customers, we've enhanced MyAirtel app's security features for self-PIN management to protect people from fraud. And we've moved beyond transactions and enhanced digital engagement on the MyAirtel app with Airtel TV and games to keep customers connected and entertained.

We now have 152.7 million customers and 38 million customers with Airtel Money mobile wallets. As a result of our network upgrade efforts, Airtel Money agents base grew by 53%. And customers have responded positively to our strategic initiatives, as shown by the 14-point rise in our NPS score.

Our people

Continually ensuring Airtel Africa is a great place to work involves creating effective ways to listen to our 4,132 full-time colleagues across 18 countries.

How we engaged during the year

We're constantly looking for ways to better communicate and engage with all our employees to understand their needs and views. We've pursued various initiatives to ensure that our colleagues feel valued, heard and motivated. Here are some key mechanisms we used during the year.

Town halls

Our regular town halls at both at Group and OpCo level have been important in developing a sense of unity and purpose across the business.

They allow us to communicate and engage with all local teams and address collective issues. During town halls at Group and OpCo level, employees can ask questions, make suggestions and raise concerns with senior leaders.

- Quarterly all-employee town halls at Group level allow leaders and independent non-executive directors to share business results, strategy and sustainability updates, people updates, concerns and questions on day-to-day business deliverables – feedback from these is reported to the Board
- Quarterly town halls at OpCo level allow OpCo executive leadership to engage with all employees including sales executives and middle managers
- The chair holds special town halls when he visits headquarters or OpCos – this year, he had town halls in Republic of the Congo, Dubai, Gabon, Kenya and Nigeria
- Functional CEOs hold town halls with functions to share new ways of working and catch up with teams
- An additional all-employee town hall was held following the announcement of the change of CEO, to introduce Sunil Taldar and provide an opportunity for Segun Ogunsanya to explain to his colleagues the reasons for his decision to retire

One-on-one meetings

Senior Group and OpCo leaders meet directly with employees as part of our open-door policy. Managers also have one-on-one meetings with their direct reports to discuss business matters and employee concerns – these include:

- Skip-level meetings with functional CEOs at OpCo level
- High-potential employees connecting with business leaders
- Exit interviews to understand reasons for leaving

HR roadshows

We hold events to share information about benefits and policies and discuss questions from employees. These are held both in person and virtually each quarter and include HR directors and MDs in some OpCos.

Engaging with our stakeholders continued

Mentoring

During the year, two of our independent non-executive directors, Awuneba Ajumogobia and Annika Poutiainen, acted as mentors for 'Women for technology' programme participants. The sessions were virtual, so participants could join from across Africa and were able to share their own career journeys, tips for growth and their personal experiences in balancing career and family and navigating the work environment.

Employee wellness initiatives

Each office has a medical provider visit for two days to carry out health checks and give advice to employees as needed. This is a mix of virtual and in person – for example, cancer awareness sessions are virtual while wellness check-ups are carried out in person.

Business reviews

Our CEO and function heads visit OpCos regularly to engage with teams – they then raise issues and concerns as needed to our Group ExCo. In monthly business reviews, regional directors and our CEO discuss the business health across functions and OpCos. This includes any important employee issues.

HIVE

Our in-house portal allows us to share policies, employee news, internal job postings, CEO addresses, CSR and business and brand news across the business.

To develop our leaders, we ask for 360-degree feedback, including from direct reports and peers. This is then shared with each manager, their line manager and the HR team.

Other

In February 2024, we invited our Executive Committee (ExCo), country MDs and their respective OpCo ExCo members to participate in the survey focused on the double materiality assessment. The survey was designed to assess the financial impact of ESG factors on our performance. Feedback was incorporated into our double materiality matrix.

» For details, see page 9 of the Sustainability Report 2024

Board oversight

For other details of how the Board engaged with employees and was kept informed of their interests and concerns, see the focus on people and culture on page 118 and our Sustainability Report 2024.

Interests and concerns

With 4,132 employees in Airtel Africa, interests and concerns are wide-ranging. Health and wellness continue to be an important issue, alongside career growth, rewards, and learning and development. People are also interested in providing support to the communities in which they live and work

Changing socio-political environments, rising inflation, higher taxation in some jurisdictions and currency devaluations have all led to an increase in the cost of living. This has had a direct impact on our employees, which we've managed to cushion to some extent through various interventions. Employees asked questions around the separation of the mobile money business and the impact this would have on the GSM business – as well as questions on the strategic and business plans around our data centre business, Nxtra by Airtel.

Outcome and actions

Our CEO, together with other senior executives, welcomed the opportunity afforded by the town halls to respond directly in a conversational manner to employee questions directly on our business performance and organisational changes.

Continuing to understand and respond to the views of employees will allow us to attract, develop and retain a highly skilled, diverse and engaged workforce – and maintain a high-performance culture. The Board has overseen and approved several programmes and policies that support our people strategy.

To support employees' health and wellbeing, we provide medical check-ups at our offices and access to physical fitness sessions. We invite financial advisors to our workplaces to help employees manage their money, and our employee assistance programme provides access to professional counsellors.

We've also enhanced medical and life insurance across our OpCos to ensure comprehensive medical cover and competitive benefits that reflect our commitment to health and wellbeing.

As part of our retention planning we've put in place the Airtel Africa mobility programme, the 'Women in technology' programme, leadership development and short- and long-term incentives for employees. Employees also have opportunities to support people in their communities in areas such as education, health and wellbeing, and disaster relief.

» For more on how we support our communities, see pages 28-33 of the Sustainability Report 2024

A closer look at... Our people and culture

Understanding our people

Our Board engages with employees in various ways to understand how we can enhance our people strategy and continue to bring our values to life. To explore the business at all levels, directors are encouraged to engage with local operations, either by visiting in person or through online meetings, strategy sessions and quarterly reports from our HR committee. We arrange visits each year to operations, either individually or in small groups – and at least one Board meeting is scheduled to take place at a regional location with representatives from the business present.

This year, our annual leadership conclave took place in Dubai and allowed our employees to engage with Group leaders in person. It also created opportunities for employees to discuss both professional matters and learnings across our business. The leadership conclave also gives us the opportunity to cascade our vision and annual operating plan and to reward and recognise our best performing OpCos.

In addition, the Board stays on top of employee-related issues through:

- Our open-door policy, where employees can connect directly with our CEO or any ExCo director about anything
- Quarterly CEO-led town halls in English and French, where senior executives update employees on our business performance, organisational changes and take questions from employees
- Remuneration Committee updates on remuneration, people, culture, conduct and diversity
- Quarterly HR presentations to the Board on the progress of key HR projects, important talent acquisitions, project updates such as HR automation, and learning and development and performance management
- Quarterly reports from the HR Forum and Remuneration Forum chair to the Remuneration Committee on people, culture and wellbeing
- The results of our employee engagement survey and regular pulses shared in various OpCos and OpCo-led town halls – our next all-employee survey will take place in July 2024
- One-to-one meetings between our chair and ExCo members as well as ExCo and OpCo MDs and other leaders to discuss employee and personal wellbeing, team updates and career aspirations
- Regular ExCo visits where leaders interact with teams at all levels of the business

A closer look at...
CEO engagement in action

In August 2023, our CEO visited Lilongwe, Malawi. There he interacted with the Airtel Malawi team and hosted an employee town hall. This provided helpful insight into people's concerns about currency devaluation and inflationary pressures and how this was affecting the livelihoods of the local team. He was able to share these concerns with the Board, which in turn influenced the year end salary review and helped to mitigate the impact of both headwinds on compensation. He also led a delegation to meet the President of the Republic of Malawi, Dr Lazarus McCarthy Chakwera. President Chakwera pledged to continue growing the government-to-business partnership with Airtel Africa to create meaningful socioeconomic value for all Malawians through pro-growth modern digital services.

Also in August 2023, Segun joined our Airtel Tanzania colleagues in Dar es Salaam for the launch of the Airtel 2Africa submarine cable and our 5G network. The event was attended by the President of the United Republic of Tanzania, Her Excellency Dr Samia Suluhu Hassan, senior government officials and other dignitaries. During the event, guests watched demonstrations of various applications of 5G technology in areas like agriculture, mining and health. In his speech, our CEO praised the government for providing a conducive environment for business and pledged Airtel Africa's support for the government's efforts to deliver a digital economy.

During the visit, our CEO also hosted an employee town hall to engage with the Airtel Tanzania team. With the insights gained during this trip, he returned to the Board seeking additional sites and towers to provide more coverage in the country. In return, he asked the local team to increase productivity from existing sites, which was achieved.

Both trips highlighted the good collaboration between our local teams and the respective governments in driving digital and financial inclusion.

Sunil Bharti Mittal is our designated Board director for employee engagement, given his regular travel to our OpCos. In this role, he is not expected to take on the responsibilities of an executive director or the chief HR officer.

He is responsible for supporting directors' collective responsibility to consider a wide range of stakeholder perspectives when making Board decisions, including:

- Understanding the concerns of the workforce and articulating their views and concerns in Board meetings
- Ensuring that the Board, particularly executive directors, take appropriate steps to evaluate the impact of proposals and developments on the workforce
- Where relevant and appropriate, providing feedback to the workforce on Board decisions and direction during the engagement process
- Making sure that feedback is gathered from all levels of the workforce in various locations

Each of our non-executive directors is invited to attend all quarterly employee town halls to hear feedback from employees and is encouraged to engage directly with employees when the opportunity arises. Feedback can then be shared immediately with the company secretary or chief HR officer, or with the Board at its next meeting.

Developing our people

To improve employee engagement, we encourage skills development through short-term assignments and exchanges between OpCos.

Our flagship Airtel Africa mobility programme is designed to support talent retention, development and succession planning by giving high-potential and top-performing people exposure and learning opportunities through an accelerated career development programme. It allows employees from various OpCos to share knowledge and learn through long- and short-term global assignments.

This year, notable Airtel academy programmes included:

- **Executive development programme** – an immersive senior leadership programme based on psychometric assessments followed by feedback and coaching sessions.
- **'Women for technology' programme (W4T)** – a one-year programme targeting high performing women employees in network-, engineering- and digital-related roles within the business.
- **Finance IFRS training** – International Financial Reporting Standards learning for all finance employees running for six months. In 2023/24, there were 152 participants, including 33 women.
- **Engineering academy** – our online learning platform with more than 15,000 courses giving teams access to the latest knowledge and skills in their fields.
- **Network skills** – through partnerships with Nokia, Ericsson and Huawei more than 2,700 courses were completed to significantly upgrade skills within the network functions.
- **Airtel Money and SmartCash PSB** – compliance training on anti-bribery, anti-terrorism and anti-money laundering as well as dedicated fintech programmes on compliance, cryptography and payments. 1,400+ courses completed over 500+ hours by 140+ HQ employees.
- **AIL (India) elementary academy** – a one-year programme to equip finance assistant managers and senior executives with relevant skills.

Monitoring and shaping our culture

We understand the importance of setting the right tone from the top. Our Board places great emphasis on making sure our company culture reflects and reinforces our strategy, purpose, vision and core values. As such, one of our key focus areas is to monitor and assess the culture across Airtel Africa.

We recognise that our culture must welcome every person's unique contribution and, in doing so, celebrate diversity and inclusion in all its forms.

The Board monitors and assesses the culture of the Group in various ways. We meet with the ExCo and management, review the outcomes of employee surveys, engage directly with individual employees across the business and listen to feedback from our stakeholders. The chair meets with every member of the ExCo during the year and is also the non-executive director responsible for overseeing employee engagement. He shares his findings at each Board meeting. Every engagement with our colleagues and other stakeholders is an opportunity for learning, and this informs the actions and decisions of the Board.

In May, our chief compliance officer presented a risk management review paper to the Audit and Risk Committee. This set out the results of the review, as well as a culture action plan and Group compliance strategy. In guiding the committee through the culture plan, he explained the key drivers of organisational culture and our planned actions. These included using role models, incentives, explicit messages and governance structures – and also enhancing independent whistleblowing and assessment mechanisms. This plan was adopted by the committee and also endorsed by the Board.

Engaging with our stakeholders continued

A closer look at... Monitoring our culture

To meet its 2023/24 objectives of assessing and monitoring our culture and promoting the alignment of culture with our purpose, vision and core values and strategy, our Board participated in certain key activities during the year.

Engagement	Insight	Outcome/actions
The all-employee quarterly town halls allow employees to ask questions to Board members. Members of the Board attend voluntarily when they can, so that each director has a chance to hear directly from employees and employees hear from the CEO about what the Board is doing and considering.	Wide-ranging insights at all levels of the business and a better understanding of sentiment and priorities for colleagues in their day-to-day operations.	The Board takes employee views into consideration when making decisions, for example when considering how to assist people adversely affected by high inflation or currency devaluation or when setting the sustainability agenda. (Employees were one of the groups asked to participate in the double materiality assessment which informed our revised materiality matrix.) Outputs from employee engagement sessions are also used to shape future Board agendas and employee updates.
Whistleblowing reports are reviewed and monitored for their effectiveness at every Audit and Risk Committee meeting, with onward reporting to the Board.	Insight into how the business has escalated and resolved concerns in the year.	The Audit and Risk Committee will continue to monitor the effectiveness of the whistleblowing policy and report to the Board on how this supports the openness of Airtel Africa's culture.
The Remuneration Committee reviews our wider workforce policies and practices, including gender and CEO pay, and integrates sustainability measures into short- and long-term incentive targets.	How remuneration and remuneration targets can promote higher performance, and the extent to which incentives and rewards are aligned with our culture.	The Remuneration Committee will continue to report to the Board on colleague sentiment around workforce policies and practices.
The Nominations Committee regularly reviews senior leadership talent and succession planning.	The importance of organisational culture in determining our strategic priorities and reviewing senior succession plans.	The Board, Nominations and Remuneration Committee were engaged throughout the rigorous ExCo recruitment and selection process.
Through a review of Internal Audit reports, compliance reports, risk deep dives, incident reports and policies and training, our Board and committees are regularly updated on a broad range of risk, control and business integrity matters. These include fraud, compliance, bribery, corruption and modern slavery, and standard supplier policies.	A broad understanding of practices and behaviours, and how these align with our purpose, vision, core values and strategy – this includes our supply chain partners.	Appropriate scrutiny and challenge from the Board and its committees to management as well as assurance over our approach to managing risk and business integrity matters.
Our employee engagement survey continues to provide us with insight and feedback from our people. Through the chief HR officer's quarterly report, the Board reviews the results of the bi-annual employee survey, particularly around employee engagement levels benchmarked against peers, and how Airtel Africa's values link to its purpose, vision and behaviour.	How well our purpose, vision and core values reflect our company's culture and behaviours, and insight into areas of focus for functional training and lifelong learning opportunities. Our last employee engagement survey in 2022/23 achieved a 91% response rate, 4% up on 2020/21. Its overall engagement score was 81% – a 2% increase.	Actions to address insights from the employee survey are monitored by the Board through the CEO's monthly reports and the chief HR officer's quarterly updates. Our new Airtel Africa mobility programme enhances career opportunities and lifelong learning by enabling employees to take assignments in other business areas and countries to impart and learn new skills. This is in addition to critical skills training in IT and data security and other leadership programmes. During the financial year, more than 238,475 courses were completed on our digital training platform. Our total investment into training and development programmes in 2023/24 is $1.2m. In response to our 2022/23 employee engagement survey, we developed our Group-wide app-based employee assistance programme to enhance our people's wellbeing.

Provision 41: engagement with the workforce

The Board is satisfied that we complied with Provision 41 of the Code during 2023/24.

As described, we engaged with employees on several issues, including remuneration, in a variety of ways. Through various types of meetings and engagement, our Board informs employees on executive remuneration and hears their feedback. We continually seek to improve the Board's dialogue with employees and review our approach regularly.

The topic of engaging with our people forms part of the chief HR officer's report to each Board meeting. Copies of our Annual Report detailing the executive directors' remuneration are widely shared and available for employees to see on our website.

During our annual strategy meeting and Q3'24 Board and committee meetings in Dubai (UAE), the Board met both formally and informally with our wider management team and other colleagues. A similar opportunity is offered to employees attending the Q&A session following quarterly Group-wide town hall meetings.

The Board reviews the results of the employee survey conducted every other year – last time in 2022 – particularly around employee engagement levels benchmarked against peers and how our values link to our purpose, vision and behaviour. The Board identifies actions and policy changes needed to address the insights gained from the employee survey. It monitors the progress of any actions taken through the CEO's monthly reports and the quarterly people updates and presentations by our chief HR officer.

At our Board meeting in January 2024, we agreed that Board members would meet regularly and virtually with a selection of different people who are representative of their part of the business. These conversational meetings are designed to provide non-executive directors with an opportunity to increase their visibility with the workforce and gain insights into the culture and concerns at different levels of the business, and provide colleagues with an opportunity to share ideas and concerns with the non-executive directors. We will report on the impact of these meetings next year.

Our communities

With operations in 14 African countries, we live and work closely with our communities, doing all we can to support their needs and create positive change.

How we engaged during the year

The services we provide put Airtel Africa at the heart of local communities, and we're proud of the role we play in connecting individuals, businesses and societies across Africa. Listening and talking to the communities in which we live and work is fundamental to how we run our business. Our OpCos use various channels in community communications to ensure accessibility for different audience groups. These include face-to-face meetings, letters, emails, text messages, social media campaigns and traditional media activity.

We encourage open and transparent communications. Our communities can share their interests and concerns with OpCos and regional offices over a range of channels, including phone, email and social media. We also actively engage with governments and other organisations about community issues and initiatives to get their input and feedback where useful.

Our colleagues are also able to engage with their communities through volunteering opportunities and providing company donations to support local people.

Board oversight

Each quarter, the Board is updated on community issues, requests and concerns, as well as progress in our community initiatives. The Board hears regular reports from the CEO and sustainability team and also presentations by regional and country management teams.

In October and November 2023, Board members visited Kenya and Nigeria and, while they were there, visited some community schools supported by Airtel Africa.

›› For more information, see our Sustainability Report 2024 published on www.airtel.africa

Interests and concerns

People in our communities have many concerns and interests – these are at the heart of our business strategy. This year, people in our communities shared these priorities and concerns:

1. **Access to quality education** – young people are being held back by things like inadequate classrooms, furniture and books as well as the high cost of data and devices for connecting to the internet.
2. **Environment** – Africa is already reeling from the impact of global warming, including flooding, hurricanes and earthquakes.
3. **Equitable water distribution** – this continues to be a major problem across our markets.
4. **Protection of natural resources** – Africa continues to face challenges such as soil erosion and land degradation, deforestation, biodiversity loss, poaching and loss of wetlands due to human activity, urbanisation and agricultural expansion.

Outcome and actions

We work with communities and governments across our markets to transform the lives of some of the most vulnerable people on the continent.

We continue to focus on transforming lives through increasing access to education to help bring lasting change in communities across Africa. We believe education is critical to closing the opportunity gap in our communities and help every young person fulfil their potential. Where specific local needs arise, we also provide tailored support and solutions in areas such as healthcare, disaster relief, and digital and financial inclusion.

In light of the double materiality assessment carried out across our stakeholder groups in March 2024, we take a proactive approach to conserving our environment by ensuring that our products, operations and services are safe and have a minimal impact on the environment. We carry out environmental risk assessments across our business operations and have robust mitigation plans to address potential negative impacts that might affect communities in areas where we operate. We're constantly improving our environmental management system to ensure our activities contribute as little as possible to climate change, pollution and biodiversity loss. This is an integral part of our sustainability strategy and particularly our environment pillar.

This year, we extended the impact of our landmark five-year partnership with UNICEF, championing digital education through online platforms, connectivity and access to digital learning: 13 of our OpCos have launched initiatives in line with three pillars of this partnership:

1. Advocacy for education, especially among girls
2. Provision of access to government-approved educational websites and online platforms free of charge
3. Connecting schools to the internet

As of 31 March 2024, we connected 960 schools and provided free access to 23 zero-rated educational websites and learning platforms.

Engaging with our stakeholders continued

Our partners and suppliers

We work with more more than 2,700 partners and suppliers across Africa, including mobile brands, IT companies and telecoms infrastructure providers – with the top 100 vendors and suppliers accounting for 87% of our procurements.

How we engaged during the year

Strong partnerships with vendors and suppliers have always been an integral part of our business model, and in 2023/24 suppliers continued to engage with us to discuss win-win solutions.

We continually review relationships with our strategic and material partners and suppliers. We do this through formal supplier surveys, reviews and audits. We also initiated regular top tier partners' roundtables for targeted sustainability initiatives.

The Group also continually monitors policies and procedures around supplier payment practices, including those relating to the Group key suppliers, to ensure that they continue to meet wider industry standards.

In 2023/24, we continued to engage with our top suppliers at both HQ and OpCo level. This included governance meetings, commercial meetings and, where necessary, grievance meetings. Our CEO met peers from our top suppliers regularly during the year, and our OpCo teams discussed operational matters with suppliers at country level.

Our senior leadership team, including the chair and CEO, was able to engage with a number of key suppliers at the MWC event in Barcelona in February 2024 and at the industry-wide GITEX convention in Dubai in October 2023. The chair shared an account of his meetings with the Board.

We also hosted an event in December 2023 in Dubai (UAE) during COP28 in association with the ABLC (United Nations' Africa business leaders' coalition) where we engaged with senior executives from our peer organisations. We also chose this event to launch our scope 3 decarbonisation programme as part of our journey towards a net zero future. It was also an excellent opportunity to reinforce the 'call to action' on the African continent.

In February 2024, we engaged with our top partners and other suppliers at the Capacity Middle East 2024 convention. This is the region's leading meeting for digital infrastructure, connecting 2,600+ key ICT players from the Middle East and beyond, representing carrier, cloud, peering, hyperscale, content, finance, edge, software, equipment, data centre and satellite industries.

Another key element of engagement in October 2023 was the annual ESG self-assessment questionnaire (SAQ) where our top 100 vendors and suppliers were asked to complete a survey and provide us with deeper insights into the ESG developments withon our value chain and highlight areas for future improvements. For the results of this survey, see page 21 of the Sustainability Report 2024.

We also updated our policies and processes to ensure an ethical supply chain, including our human rights policy, environmental policy, stakeholder engagement policy, responsible marketing policy and the Code of Business Ethics for partners and suppliers.

Board oversight

Our Board is kept informed about supply chain initiatives through the CEO's monthly Board report and Board presentations from the chief supply chain officer and the sustainability team.

Interests and concerns

Our engagement with suppliers revealed these main areas of concern this year:

- Our scope 3 strategy and reducing the environmental impact of the value chain
- ESG topics more broadly
- The economic situation in some countries – navigating the economic situation in markets with high inflation and currency devaluation
- Supply chain integrity

Not only were ESG topics an important area of engagement this year for our suppliers, but they also continue to be central for us. In November 2023, we held our first roundtable with top tier partners to discuss the approach and long-term ambition to reach net zero ahead of 2050.

Our top tier partners endorsed our approach to reducing scope 3 emissions, and we published our scope 3 decarbonisation programme on 30 November 2023 (see www.airtel.africa for details). One of the key elements of this programme is the partner and suppliers' engagement programme (PSEP) which focuses on setting long-term decarbonisation targets across the value chain.

Outcomes and actions

This year, we continued to discuss sales and project plans, bids and proposals, and ways to expand our collaboration to help suppliers take full advantage of developing technologies.

On ESG-related matters, we made significant progress in a number of areas in rolling out our sustainability strategy in our 14 markets. For more information about our progress, see pages 14-38 of our Sustainability Report 2024.

In February 2024, we conducted a double materiality assessment with our top 100 partners and suppliers. The results of this survey underpin the updated materiality matrix mapping out identified sustainability topics based on their impact on both financial performance and external stakeholders' interests. See our double materiality matrix on page 9 of the Sustainability Report 2024.

Our recent ESG survey of our top 100 vendors and suppliers had a 76% response rate. This gives us valuable data on environmental impacts in our value chain to inform our long-term decarbonisation strategy. The survey also identified opportunities where we can add the most value in aligning our ESG principles with our supply chain.

At the same time, fuel shortages and price increases in a number of markets accelerated the partnership programmes we have with key partners and suppliers to create a more renewable carbon approach to our operations.

We also used our membership of the joint audit cooperation (JAC) to good effect. This is an association of telecom operators aiming to verify, assess and develop ESG implementation across the manufacturing centres of the most important multinational suppliers. Members share resources and best practices to implement ESG practices at various layers of the international supply chain.

In 2023/24, we completed five audits of JAC members giving us insights into the ESG practices of our partners and suppliers. JAC membership also provides a shared platform where members across the telecoms industry can see the audit results of all suppliers.

Governments and regulators

We engage closely with governments and regulators in all our markets, supporting their ambitions for digital and financial inclusion while working to create a viable business environment in which we can create shared value. This helps us communicate effectively with the people who implement the policies, laws and regulations that affect our business.

How we engaged during the year

Our stakeholder engagement plan provides broad guidance on who should engage with governments and regulators on behalf of the company, depending on the seriousness and materiality of the issue under discussion.

This engagement can take various forms. For serious and material issues, we rely on formal channels. This might involve us writing to a regulator or government department on an issue of concern or holding a formal minuted meeting. Other engagement happens at informal government events, product launches and industry gatherings. We also engage through local industry associations and international industry associations, including the global telecoms association GSMA.

Our Board continues to have a productive and open dialogue with regulatory bodies and policymakers and sets high standards of governance across our business. Paul Arkwright, the special advisor to the chair and the Board advises directors on political, legal and regulatory issues around our strategy in Africa. The Board has empowered the CEOs and chief regulatory officers of our OpCos to represent them at country-level engagements with governments and regulators. Management also informs the Board about regulatory developments in the markets each month. From time to time, we also commission audits to verify levels of regulatory compliance.

Board oversight

Regulatory issues pose both opportunities and threats to our business. To manage these issues, the Board relies on a number of governance processes to guide directors in determining issues that require focused attention.

The chief regulatory officer reports monthly to the Board on material regulatory developments across our markets. Materiality is determined by the focus of the Board, a value or financial impact of $1m or more, and potential impact on our business reputation. The Board is also updated on regulatory developments when needed by a special advisor, our Group company secretary, regional directors and other subject matter experts.

The Board also has a Regulatory Affairs Committee. This is chaired by Paul Arkwright and consists of our chief regulatory officer and the regional directors of our Nigeria, East Africa and Francophone Africa businesses. The committee meets quarterly and is updated by our chief regulatory officer on regulatory developments and stakeholder engagements to inform our approach.

›› For more details on our sustainability strategy, see page 56

›› For our legal and regulatory frameworks section, see page 20

›› For how we manage risk, see page 70

Interests and concerns

This year, governments and regulators showed a particular interest in:

- Revenue collection and national security
- Tax collection – connected to a need to boost government revenues due to subdued national economies
- Compliance with Know Your Client (KYC) and quality of service (QoS) requirements – underpinned by national security concerns as well as making sure consumers have network quality

Digital inclusion also continues to interest governments and regulators. Operators have been encouraged to meet the coverage obligations in their licences by addressing coverage gaps and ensuring that rural, underserved and unserved populations have access to telecoms and mobile financial services. Meeting coverage gaps in a cost-effective manner has been a major focus area for our company.

Regulators are also continuing to make spectrum available to operators to help them offer high-speed data services and increase broadband penetration. 4G and 5G targeted spectrum continues to be released.

Regulators have also continued to license mobile financial and fintech services. Central banks have been very supportive of our Airtel Money separation. This reinforces their belief that the mobile financial services business will be adequately financed and able to offer financial services to the unbanked.

Outcomes and actions

We understand governments' focus on revenues, and we continue to meet our tax obligations, being recognised as among the largest taxpayers in most of our countries of operation. Alongside this, we seek to demonstrate to governments that their societies benefit from the shared value we create wherever we operate and advocate equitable taxation across all sectors of the economy. This is supported by our sustainability strategy.

We ensure that all our activities are properly licensed and use our compliance management system to ensure that all our operations comply with licence obligations. We closely monitor compliance with KYC and anti-money laundering requirements, which are a special focus area for governments fighting terrorism, money laundering and the financing of terrorism. Our enhanced compliance management programme helps management identify areas of non-compliance early enough to make corrections before the regulator intervenes.

We also monitor the quality of our network to make sure it meets regulators' QoS standards, and that their citizens enjoy affordable coverage and a reliable service.

Specific actions this year towards increasing digital and financial inclusion include:

- Partnering with Meta to land 2Africa submarine cable in four of our markets (the DRC, Kenya, Republic of the Congo and Tanzania) – this provides high-speed internet access cost effectively and increases digital inclusion
- Partnering with OneWeb in a number of our countries so that businesses and communities not served by terrestrial networks can be reached by satellite
- Our Airtel Telesonic companies are focused squarely on investing in, building, managing and operating national fibre to ensure less downtime and improve service quality. These are various stages of getting infrastructure licences

Engaging with our stakeholders continued

Shareholders

Through their investments, our shareholders enable us to deliver our strategy and create long-term value for all stakeholders.

How we engaged during the year

During the year, as part of a proactive engagement programme organised by our investor relations team, we held conversations with shareholders through a mix of group and one-to-one meetings.

Our investor relations team maintains a two-way dialogue between the investment community and Group management, executives and the Board. At the same time, we keep a range of channels open for communication, including this Annual Report, our Sustainability Report 2024 and:

- Detailed quarterly financial statements and press releases with key financial and operational updates
- Live conference calls and presentations held at each quarterly results announcement
- Ad hoc shareholder and prospective shareholder meetings and calls throughout the year
- Virtual and in-person roadshows with senior management following the publication of full year, and half year results in May and October 2023 – followed by formal feedback gathering from investors
- Several virtual and in-person investor conferences attended by the investor relations team to engage with existing and prospective shareholders
- Proactive engagement with the sell-side equity research community
- Our virtual and in-person AGM, giving shareholders the opportunity to engage with our Board of directors and ask questions
- Regular corporate website updates for investors to access investor-specific information on financial, operating and sustainability issues affecting Airtel Africa, including updates on key policies to enhance ESG ratings

Board oversight

The Board receives a detailed report on shareholder engagement, interests and concerns every month. This also includes:

- The share price performance and current valuation multiples – we benchmark the performance of our shares and the company's valuation to industry peers to create an understanding of relative performance
- A summary of key developments across the industry that affects both Airtel Africa and our industry peers
- A detailed analysis of consensus expectations to understand market expectations for the company compared to internal expectations
- An update on the composition of the shareholder register with a focus on key buyers and sellers over the past month
- An update on research published by sell-side analysts

Corporate brokers also present regularly to the Board at quarterly meetings.

The CEO, CFO and head of investor relations meet regularly with institutional investors to discuss strategic issues and to make presentations on our results.

Committee chairs are also available to engage with major shareholders regarding their areas of responsibility. Non-executive directors develop an understanding of the views of major shareholders through regular updates from the head of investor relations and external advisors.

Interests and concerns

Our shareholders were focused on **five key areas** this year.

1. Sustaining growth across our markets

Investors are concerned about the potential impact on our revenue of challenging macroeconomic environments and consumer pressures due to inflation. In addition, there remains continued discussion around the strong growth of our mobile money business, including the potential upcoming IPO. Additional avenues of growth, including the data centre business, also gained traction over the year following the launch of Nxtra by Airtel in December 2023.

2. Defending profitability given currency headwinds and inflationary pressure on cost base

The recent significant FX headwinds in some markets and rise in inflation has generated concerns about our ability to sustain high levels of profitability across the Group. We explained to investors how we've sought to limit impact by controlling our exposure to US dollar operating costs and focusing our attention on growing revenues ahead of inflation.

3. FX concerns and access to US dollars to fund capex/ shareholder returns

Investors were concerned about our exposure to FX volatility across our markets, particularly in Nigeria. They also had concerns around the requirement for cash to fund capital expenditure, HQ operating expenditure, HQ debt refinancing obligations and shareholder returns.

We explained how we aim to address these concerns:

- Communicating that we're a diverse business with 14 OpCos. While Nigeria is our largest market, we're not reliant on any particular market to meet our needs
- Providing a sensitivity analysis to show how currency devaluation was likely to affect revenues, EBITDA and finance costs
- Derisking our balance sheet, with over 83% of OpCo debt now in local currency (compared to over 64% in March 2023)
- Upstreaming US dollar cash to derisk exposure at HQ. We have around $680m of cash at HoldCo to repay the HoldCo bond due in May 2024, using this cash
- Continuing to upstream cash from OpCos to fund shareholder returns – this confidence has been reflected in the Board's decision to approve a share buy-back

4. Shareholder returns

The ability and willingness of a company to maintain and grow its dividend through its progressive dividend policy reflects confidence in its operating performance and outlook. It also reflects a strong commitment to shareholder value. The recent launch of our first share buy-back further supports this investor priority.

5. Sustainability

Investors are increasingly interested in our sustainability commitments. During the year we saw improved ESG ratings, reflecting continued success in financial and digital inclusion, the publication of 'Our journey towards a net zero future', and increased transparency around our policies.

Outcomes and actions

Our Board is kept well informed of the views of shareholders and is able to take them into account when taking major strategic and operational decisions. This year we:

- Approved a share buy-back of up to $100m over a 12-month period from March 2024
- Actively engaged with shareholders and analysts around progress on derisking our balance sheet
- Communicated the demand for our telecoms and mobile money services across our markets, which was reflected in resilient revenue growth trends despite a challenging macro environment
- Highlighted our ability to sustain growth at a high level (to limit FX impacts), by offering affordable services to customers. The growth strategy is predicated on strong customer growth and increased usage – not on widespread tariff increases
- Reiterated our continued investment into our networks to future-proof the business for growth

» For more details, see our financial review on pages 48-55

» For more information on how we manage our risk, see pages 70-72

Media

How we engaged during the year

How people absorb and transmit information is undergoing huge change. Despite this, the established media – whether print, broadcast or online – remains influential: trusted and authoritative sources of information with incredible reach. This is why media relations is a core part of our communications activity.

We appreciate the strong relationships we have with journalists, and also between their media organisations and Airtel Africa at Group and OpCo levels.

We build and nurture these long-term mutually beneficial relationships in a range of ways. These span media briefings with our spokespeople (at both Group and OpCo levels), press releases, thought leadership, events and strategic media partnerships. We regularly update the Media Centre on our website with our latest news so that journalists can quickly and easily access relevant information, wherever they are in the world.

See our recent press releases:

https://airtel.africa/#/pages/media?tab=press_releases

The Media Centre also has a feedback facility, and we use this to understand media interests and concerns:

https://airtel.africa/#/pages/media?tab=media_contact

Board oversight

We share key media feedback and coverage results on a regular basis with the Board.

Interests and concerns

Our landmark partnership with UNICEF gained significant media traction across Africa. Coverage was sparked by launch events, joint profiling and thought leadership with UNICEF – and also by UN awareness days, such as the international day of women and girls in science.

The visit by our chair and CEO to the new president of Nigeria, President Bola Ahmed Tinubu, attracted much media coverage – particularly around our chair's comments on the removal of government subsidy on petroleum products and the floating of the naira exchange rate.

Other events which attracted significant Africa-wide media coverage included:

- The presentation by our CEO at the GSMA event in Kigali, Rwanda
- Airtel Rwanda's October 2023 launch of low-cost 4G phones in partnership with the Rwandan government
- The launch of our cable landing station and 5G in Tanzania
- Our CEO's published opinion piece on World Teachers' Day

Outcomes and actions

Our communications strategy focuses on corporate and leadership profiling, building compelling sustainability narratives and instilling good practices for consistent and aligned story telling across our OpCos.

This year, we delivered a regular flow of thought leadership and positioning opportunities in the media, with a total of 199 positive opinion articles attributed to our CEO. These pieces contained high-impact messaging around our commitment to transforming lives through education, as well as the transformative impact of digital and financial inclusion in unlocking Africa's potential.

NGOs

How we engaged during the year

NGOs usually approach Airtel Africa initially by writing to OpCo managing directors requesting sponsorship or a contribution to a particular project. This is then followed up by the relevant OpCo.

In Kenya, for example, engagement with NGOs focuses on three key areas:

1. Assessing strategic alignment and goal-setting – we make sure potential NGO partners are addressing issues connected to the problems we aim to solve (for example, connectivity, education and financial inclusion). This alignment with our core values, sustainability goals and mission creates a strong foundation for collaboration.
2. Clear communication channels – we establish open and transparent communication channels to ensure effective coordination and understanding. For example, Airtel Kenya and Kenya Red Cross communicate regularly through emails and virtual calls.
3. Measurable goals and metrics – see below for examples of 2023/24 achievements.

With our major partner UNICEF, we have regular virtual and face-to-face meetings to track progress at both Group and OpCo level. In February 2024, we held our annual Airtel Africa/UNICEF partnership convention in Dubai (UAE) with OpCo CSR representatives and their UNICEF counterparts attending for a two-day planning workshop.

Engaging with our stakeholders continued

Board oversight

Our Board is kept informed of and approves NGO matters by country through CEO and CFO reports and through the quarterly Board sustainability report. These reports allow the Board to understand the interests and priorities of NGOs, the benefits and opportunities the relationship provides, and our ongoing engagement activities.

Interests and concerns

Access to quality education was one of the top priorities for our NGO partners. We were able to source devices for 'last mile' connectivity and internet access and make data more accessible in certain the countries.

- In Gabon, the NGOs asked us to provide internships for young women as well as SIM cards for the Libreville Handicap Association to open Airtel Money accounts so members could create revenue-generating businesses.
- In Kenya, our NGO partner wants to help communities to respond to humanitarian emergencies to minimise people's suffering. It's working to transform and enrich lives through various community programmes.

Outcome and actions

We supported our NGO partners in their goals to empower local communities in many ways:

- Airtel Gabon provided SIM cards and opened Airtel Money accounts for members of the Libreville Handicap Association. Airtel Gabon also offered a three-month internship to ten local women to learn about various business practices across departments.
- Airtel Kenya distributed food to 1,000 households in areas affected by famine. As part of our WASH programme, we also rehabilitated four boreholes and drilled a new one in drought-stricken areas to provide a sustainable water supply and access to fresh water for more than 2,000 households.
- Airtel Zambia worked to support quality education to vulnerable children in far flung areas away from railway lines. We adopted two schools in two provinces and refurbished them to facilitate a good learning standard.
- Airtel Uganda supported the National Library of Uganda by providing internet access and Kawempe Public Library, where out-of-school young people can use computers and train in basic ICT skills.

›› For more details about our commitment to tranform lives through access to quality education, see pages 32-33 of our Sustainability Report 2024

Progress under our flagship partnership with UNICEF championing digital education through online platforms and connectivity included:

1. Launching the partnership in 13 OpCos by 31 March 2024
2. Connecting c.1,200 schools to the internet as of 31 March 2024
3. Providing 1.7 million of schoolchildren with access to digital learning free of charge
4. Creating more awareness for the UNICEF partnership across our markets

Stakeholder engagement in action

The Board recognises the need to foster positive relationships with all our stakeholders to build a sustainable business. This section provides more details on how directors have fulfilled their duties.

The matters we consider differ in relevance for each stakeholder group, and sometimes stakeholders have conflicting interests. We aim to consider the key issues relevant to each group and make decisions that support our vision, purpose, strategy and long-term success.

A closer look at...
How we considered stakeholder interests during the year

Consideration
Shareholder returns

Stakeholder
Our investors

Outcome and impact on long-term success

The Board recognises the importance of shareholder returns and during the year rewarded shareholders by recommending, subject to the approval of shareholders, a final dividend of 3.57 cents per ordinary share for the year ended 31 March 2024. It also approved an interim dividend of 2.38 cents per ordinary share on 30 October 2023.

In August 2023, the Board announced the cancellation and extinction of our deferred shares of USD 0.50 nominal value – the capital reduction. The effect of the capital reduction is to create additional distributable reserves available for the company to use to facilitate shareholder returns, whether in the form of dividends, distributions or share buy-backs.

In its deliberations, the Board considered its progressive dividend policy and the Group's strong financial performance, including its cash position and distributable reserves. The Board also considered shareholder views.

In Q4'24 the Board also approved a share buy-back programme of $100m. The Board believes that repurchasing its own shares is an attractive use of its capital in light of the Group's long-term growth outlook.

The Board concluded that approving these dividends and share buy-backs is in the best interests of the company and the shareholders. In making theses decisions, the Board balanced the interests of all stakeholder groups and believed it was in the best interest of the company to proceed.

> Airtel Africa works closely with partners to improve the lives and livelihoods of the communities in which we operate. Our people and supply chain play a key role in advancing our social and sustainability objectives.

Sunil Bharti Mittal
Chair

Consideration

The double materiality assessment*

Stakeholder

Our stakeholders

Outcome and impact on long-term success

In February 2024, we conducted a double materiality assessment with our stakeholder groups, including partners and suppliers, to make sure our disclosed information is relevant to stakeholders and addresses concerns both crucial to the business and meaningful to those engaged with it.

This builds on our work in 2021 in undertaking a detailed materiality assessment. The results indicated areas of sustainability risk and those in which we could make a positive impact – and this served as a foundation on which to build our sustainability strategy.

An important part of the sustainability reporting process is to regularly identify, revise and prioritise the most significant sustainability issues for Airtel Africa and its stakeholders. This helps us build credibility and trust by showing a clear understanding of what matters most to our business and our stakeholders.

* An evaluation of the company's impact on society and environment combined with an assessment of the impact of social and environmental issues on company's financial and operational performance.

Consideration

Celebrating data privacy week in January 2024: 'Take control of your data'

Stakeholder

Our people
Our customers
Our suppliers

Outcome and impact on long-term success

We joined with other organisations in marking the international data privacy week by raising awareness about data privacy and security. The goal was to educate people and organisations on the importance of safeguarding personal data. As a responsible custodian of the data of our employees, customers, suppliers and business partners, we have robust policies, processes, technical and organisational safeguards to protect the personal data entrusted to us.

Data is a key competitive advantage for our business, as we deepen digital and financial inclusion across our markets. It's the responsibility of every employee to make sure we protect the data of the stakeholders that we gather as part of our day-to-day activities and to comply with our data privacy and protection policy, information security policy and IT security guidelines.

During the data privacy week, the data protection officers across our OpCos worked with the Group compliance team to create engaging activities to raise awareness around data privacy. Every employee was urged to participate and learn how to take control of their own data and protect the personal data of our stakeholders. Daily updates were delivered to every employee's inbox. In making these decisions the Board balanced the interests of all stakeholder groups and believed it was in the best interest of the company to proceed.

Audit and Risk Committee report

Ravi Rajagopal
Chair

Committee membership and attendance

	Member since	Meetings attended/held
Ravi Rajagopal Chair	April 2019	9/9
Andy Green	April 2019	9/9
Annika Poutiainen	April 2019	9/9
Awuneba Ajumogobia	October 2020	9/9

Chair's statement

Dear shareholder

On behalf of the Audit and Risk Committee, I'm delighted to present our report for the year ended 31 March 2024. This report gives an insight into the work carried out by our committee and our discussions and focus during the year. Our committee continued to fulfil its responsibilities to a high standard by providing effective independent oversight, with the support of management and internal and external audit.

Our members are unchanged. We remain a team of independent non-executive directors with the financial experience, commercial acumen and industry knowledge to fulfil our responsibilities.

In these challenging macroeconomic times, we continue to focus on ensuring the integrity of Airtel Africa's financial information and the effectiveness of its risk management, controls and related processes.

As part of my commitment to connect with my management colleagues in person, during the year I visited our operating entities in Zambia and Nigeria. On these visits I met and spoke with local management, who gave me valuable insights into their operations and risk management control frameworks.

Key areas of focus

We continued this year to look in depth at certain aspects of the control environment, particularly the presumed risk of management override of controls and those relating to fraud management, IT security and cyber risk. Considering the recent separation of the mobile money business from GSM, we increased our focus on mobile money internal controls and compliance across our geographies. Our committee took deep dives into the monitoring and reporting of Internal Control over Financial Reporting (ICOFR) and non-ICOFR key controls to strengthen compliance and monitoring for mobile money.

This focus on mobile money was in addition to our ongoing review of ICOFR and non-ICOFR controls for the GSM business and revenue assurance. For non-ICOFR controls, the internal audit team walked the committee through the control coverage to show that key high-risk processes had been incorporated. They also confirmed that the scoring and rating mechanism would be similar to those used for GSM. The findings of internal audit reviews during the year in each of these areas were shared with our committee.

We also reviewed Airtel Africa's principal and emerging risks. Given the geopolitical operating environment in some of the markets in which we operate, we added a new principal risk: geopolitical risks and adverse macroeconomic conditions. Technology obsolescence was removed as a standalone principal risk and is now part of the technology resilience and business continuity risk.

As part of the committee's oversight of the culture, compliance and controls environment across the Group, this year we started to invite to each meeting in turn the CEO and CFO of each operating country. They present on the risk and control environment under their watch, including a qualitative assessment and overview of the continuous controls in place, the risk and fraud environment, the quality of the current talent and bench strength in the finance team and the state of the IT systems. So far we've had presentations from the DRC, Uganda and Zambia. Apart from valuable insights into local compliance and controls environments, this approach has also brought a helpful understanding of operational and political risks and the strength of local teams.

The Group continued to experience macroeconomic environment challenges across our geographies, with FX headwinds in many of our markets and specifically in Nigeria and Malawi. So our committee paid special attention to the risk of exchange rate fluctuations and shortage of foreign currency. We reviewed management's presentation of the impact on the business and ensured appropriate disclosures were made in the financial statements, including, for example, around exceptional items and constant currency. Principal and emerging risks and significant judgements made in connection with these risks are set out on page 74.

In line with previous reviews, we examined in detail the interplay between the mandatory Task Force on Climate-related Financial Disclosures (TCFD) and our sustainability reporting. Our committee is comfortable with the approach adopted.

» For our TCFD disclosures, see pages 63-68 of the strategic report

During the year, we also considered the full year and half year results and the Q1'24 and Q3'24 trading updates. We gave special attention to the quality of accounting policies and practices as well as judgements and disclosures on key accounting matters, particularly the significant devaluation of the Nigerian naira and Malawian kwacha currencies. In line with the Group policy on exceptional items, our committee agreed that the impact of these structural and material currency devaluations should be classified as exceptional items to enhance comparability of underlying operations over time. This entails the devaluation in the Nigerian naira seen in Q1'24 and Q4'24 and the devaluation of the Malawi kwacha seen in Q3'24.

We also continued to monitor the integrity of our financial statements and the effectiveness of both the internal and external audit processes.

The Financial Reporting Council (FRC) wrote to Airtel Africa in February 2024 informing us that it had reviewed our interim report for the period ended 30 September 2023 in accordance with Part 2 of the FRC Corporate Reporting Review Operating Procedures. Our committee considered the FRC suggestions on improvements to our existing reporting and these are incorporated into this Annual Report.

Our schedule of meetings

In addition to scheduled committee meetings, we met regularly independently of management, with both external and internal auditors and are satisfied that neither is being unduly influenced by management. I also hold regular meetings with our CFO and other members of management to better understand the issues that need discussion at committee meetings. As committee chair, I regularly engage with key stakeholders, including Group Internal Assurance, senior management and our external auditor on committee work.

Our committee report is structured into five parts:

Part 1 – Our work during the year

Part 2 – Key transactions, judgements and estimates and our response

Part 3 – Risk management and internal controls

Part 4 – External auditors

Part 5 – Finance Committee

We continued to operate with openness and transparency, and a spirit of robust challenge when necessary, to make sure our shareholders and other stakeholders are protected.

Future focus

Looking ahead to 2024/25, our committee will continue to monitor macroeconomic conditions, including currency devaluations, affecting the Group's performance and assets. We'll oversee the development of plans to meet the requirements of the new UK Corporate Governance Code, including an effectiveness review and certification of internal controls. Over the past few years, while waiting on the finalisation of regulatory reforms governing internal controls, we've made significant progress in enhancing our internal controls by voluntarily formalising the implementation of an ICOFR framework. Several improvements were made to the ICOFR framework: continuous evaluation of both key and non-key controls, enhancements of the design and operating effectiveness of controls, ongoing monitoring, independent effectiveness testing and reporting. In light of our continual improvements in internal controls, Deloitte took a controls reliance approach to our internal controls in certain areas as part of its statutory audit procedures during the reporting period.

Our committee will also continue to focus on the control and compliance environment for the Airtel Money business as it prepares for an IPO. We'll continue to look at and strengthen the focus on compliance across all levels and functions in the organisation using various measures including training, process improvements, automation and robust consequence management policies to hold people accountable for their actions.

I'd like to thank the management team at Airtel Africa and each of the committee members for their support and contribution during the year.

I welcome questions from shareholders on this committee's activities. To discuss any aspect of this report, please contact me through our company secretary, Simon O'Hara (see page 254 for contact details). I'll be also attending the 2024 AGM and look forward to the opportunity to meet and speak with you there.

Ravi Rajagopal
Chair, Audit and Risk Committee

8 May 2024

Committee governance

Key responsibilities

Our committee is responsible for overseeing:

- Accounting and financial reporting
- The role and mandate of the Internal Audit function
- The selection, appointment and management of the relationship with the external auditor
- Internal control and risk management systems

In May 2023, the FRC published the Minimum Standard on Audit Committees. Following consideration of the requirements of the standard, we added new responsibilities to our terms of reference. These included requirements to manage a balance of choice of audit firms for providing non-audit services and engaging with shareholders on the scope of external audit.

Detailed responsibilities are set out in our committee's terms of reference, which can be found at www.airtel.africa/investors/governance.

Composition

Our committee consists of four independent non-executive directors: Ravi Rajagopal (chair), Andy Green, Annika Poutiainen and Awuneba Ajumogobia. The Board believes these directors have the necessary range of financial, risk, control and commercial experience required to effectively challenge management.

The Board is satisfied that Ravi Rajagopal has recent and relevant financial experience. Ravi held financial leadership roles at Diageo until retiring in 2015, including group controller in the UK and global head of mergers and acquisitions. His skills in finance, and control and risk have been developed over a career working in senior strategy and management roles. As a qualified chartered accountant, Ravi has lectured at Oxford University and Imperial College.

As a collective, we have a thorough understanding of the telecoms and mobile money services sectors and emerging markets in Africa, including recent and relevant financial experience and expertise gained through various corporate and professional appointments over the years.

Detailed biographies of our committee members are on pages 88-91 of this Annual Report. Our company secretary is secretary to this committee.

Meetings during the year

Our scheduled quarterly meetings take place shortly before Board meetings. Before that, the committee has a pre-meeting to focus on Internal Audit and discuss any issues needing more time. We held five scheduled meetings and four combined Internal Assurance and pre-meetings during the year. Attendance during the year is set out on page 105.

We also met three times between the end of the financial year and the signing of this Annual Report.

The Committee Chair also invites other regular attendees including the CEO, CFO, deputy CFO, Chief internal auditor and Chief Compliance and Risk officer, along with internal audit partners (EY) and other senior executives.

Representatives of our external auditor, Deloitte, were invited and attended all meetings. Akhil Gupta also attends our committee meetings as an appointed observer on behalf of Bharti Airtel.

Other senior finance and ExCo leaders sometimes attend and present to our committee if specialist knowledge is required.

Audit and Risk Committee report continued

The committee chair meets privately and separately with each of the Group CFO, chief internal auditor, chief compliance officer, and our external auditor to ensure the effective flow of material information between the committee and management. We also regularly make time for discussion at the end of meetings without management present.

Effectiveness

The Board evaluation reviewed the committee's effectiveness and sought feedback from its members. The review concluded that the committee continued to function well. Its management of meetings, quality of relationships and communications, and review and oversight of key areas of responsibility were all considered effective, with all feedback very positive. In terms of the areas identified for focus in last year's evaluation, there were improved ratings for the committee's oversight of risk and the effectiveness of its assessment of internal controls.

We discussed the output of the 2024 evaluation and concluded that we had operated effectively throughout the year. Areas of challenge are identified in this report. We also confirmed our areas of focus for the year ahead.

2023/24 evaluation	Outcome	Key themes and areas for focus	Action
Audit and Risk Committee	**Areas of focus**	Increasing the focus on internal controls and systematic solutions to control issues to ensure problems are not repeated in other countries	We'll work to create a more open culture enabling sharing of concerns and identified solutions
		Continuing to focus on maturing risk management and compliance culture	We'll continue to focus on ensuring that the leadership team embed a culture of risk management and compliance and ensuring accountability for controls across all businesses

We review our terms of reference yearly to ensure clearer alignment with Code provisions and updated FRC guidance.

These terms of reference are available on our website www.airtel.africa

» For details of the Board evaluation, see pages 106-107

Part 1

Our work during the year

At each quarterly meeting, we review summary reports from the Internal Assurance function, as well as financial results and details of actions taken or proposed plans. We also receive summary reports from our external auditors at the half year and year end. Our committee chair then reports to the Board on our activities, recommendations and other relevant matters.

The committee's focus in 2023/24

Strategic focus for risk management and internal control

2023/24 committee objectives	Actions taken	Cross-reference
Looking closely at the robustness of our systems for risk reporting, assessment and control and ensuring that we focus on the areas of greatest risk	We reviewed and updated our: Group principal and emerging risks to include a new geopolitical risk. Risk appetite framework and adopted key risk indicators (KRIs), and risk tolerance limits for IT to proactively track our risks across the business. KRIs were developed across all business functions with quarterly reporting to the Executive risk committee (ERC) and where applicable to the Audit and Risk Committee. The process began with the IT function. Our intention is to create an early warning and exception monitoring process where the attention of management and the Board is only directed at areas or processes where risks are increasing. As part of the quarterly key control status update, we received descriptions of the key controls monitoring and reporting cycle for both ICOFR key controls and non-ICOFR key controls. Our discussions led to improved controls training and a more consistent approach. (ICOFR is an internal control over financial reporting process consisting of policies and control procedures to assess financial statement risk and reduces the risk around inaccurate financial reporting.) As part of our key issues report, we conducted design and compliance reviews, assessed the quality of quantitative data and qualitative assessment, and ensured that learnings were applied across the business.	See page 74 For details of our principal and emerging risks, see pages 75-79
Reviewing our risk management framework and conducting thematic risk reviews to ensure risk remains within our agreed appetite and is monitored and reviewed as needed to reflect external and internal changes	We continued to make progress in embedding the Risk Appetite Statement (RAS) framework and an exception-based risk reporting approach. We conducted an annual review of the key risk indicators and tolerance limits. We conducted the following thematic reviews. **Enterprise risk management review:** we reviewed the Group compliance strategy and its mission 'to establish and maintain adequate procedures, systems and controls to enable Airtel Africa to comply with its obligations'. The strategic goals are to: • Improve the maturity of risk management practices by: (i) Tracking the effectiveness of the risk mitigation plans for both principal and functional risks, and (ii) Risk appetite monitoring and exception-based reporting to the ERC and Audit and Risk Committee This enabled us to strengthen our functional risk management process. • Enhance the whistleblowing and ethics programme by: (i) Developing and implementing a holistic communication plan (ii) Increasing responsiveness and engagement to improve confidence in the process, and (iii) Analysing and embedding learnings from cases received into organisational culture As a result, we improved the turnaround time for investigation and closure for whistleblowing cases and created a unified reporting process and increased awareness of our compliance programmes. • Focus on high-risk areas, including: (i) **Data privacy** – monitoring and cataloguing data privacy legislation across OpCos and developing and adopting local OpCo policies (ii) **Airtel Money** – compliance readiness for the separation and setting up a Nigeria PSB compliance framework and processes (iii) **Third-party risk assessment** – an ESG audit of key partners (through JAC) (iv) **Anti-bribery and corruption (ABAC)** – rollout of a standardised declaration of interest process and searchable database	See page 129

Audit and Risk Committee report continued

Part 1 continued

2023/24 committee objectives	Actions taken	Cross-reference
	Following this focus, we: • Kickstarted the Group's data privacy compliance programme • Began running quarterly data privacy capacity building training workshops for OpCo data privacy officers and legal and regulatory directors • Set up a data governance working group (DGWG) to support the organisation's data monetisation ambitions from a governance perspective • Started working closely with the Airtel Money team to develop a compliance framework and programme **Fraud risk assessment review:** we ensured that all risks identified and entered on the risk register were accompanied by a risk mitigation plan and mapped to the audit plan. We endorsed the approach outlined and framework and methodology being adopted. **Financing and foreign currency risk review:** we discussed: • Exchange rate volatility and devaluation risk • The financial reporting implications resulting from the Nigerian naira and Malawian kwacha devaluation • Liquidity and refinancing risk • The depth of market and new products, banking landscape and treasury governance • Related internal controls and compliance We discussed mitigation strategies for the devaluation of local currencies against the US dollar in the medium/long term. We continued to oversee the rebalancing of debt from Group level to OpCo level. **Airtel Money Commerce B.V. (AMC BV):** we discussed in detail our responsibilities for overseeing the AMC BV business, particularly given the separation activities and the desire to avoid any unnecessary duplication of effort with the AMC BV Board. We analysed the current Airtel Money risk and compliance structure and systems to assess their fitness for purpose. Our senior independent director attended the AMC BV Audit and Risk Committee as a member of the Audit and Risk Committee on Airtel Africa's behalf to provide oversight. We reviewed the register of significant risks and assessed the regulatory-related implications of a breach. We reviewed back-end controls and supported actions to strengthen KYC and minimise commission arbitrage. **IT operations – risk governance and resilience:** we reviewed the risk of technology obsolescence and examined our network resilience and business continuity plans. We undertook a detailed review of the security environment. The chief information security officer (CISO) provided regular updates to our committee on ongoing security projects. **Culture:** we reviewed and approved a risk culture framework. This is being implemented by a joint team of the enterprise Risk and Internal Audit teams supported by HR. Our committee also approved a sub-framework focused on measuring and reporting. This will help the Internal Audit function integrate culture into its audit engagements by assessing culture behavioural indicators as part of its work. A summary of these indicators will be included in the quarterly update report submitted to the committee. We advised the Board that our risk management and internal control systems were effective. Following its own review of the reports submitted to it, the Board agreed that our system of internal control continues to be effective in identifying, assessing and ranking the various risks we face as a business, as well as in monitoring and reporting progress in mitigating potential impact.	For details of our principal and emerging risks, see pages 75-79
Clarifying processes and controls to help people identify, monitor and mitigate risk earlier and more effectively	We continued the process of self-certification by business units to support the rigour of the internal audit and external audit assurance process. This places accountability for assurance on operational staff. We also continued to review overall ratings on the quality of processes and controls identified for each OpCo, alongside a rating of end-to-end processes across all OpCos. **Continuous Control Monitoring (CCM):** the results of the proof of concept for the continuous controls monitoring initiative were presented to the committee during the year and the initiative was deemed successful. As a result, the framework will be fully implemented across all markets and extended to include all business lines.	
Reviewing the assurance processes supporting certain aspects of the TCFD and sustainability sections in the Annual Report 2024	We reviewed the risks and opportunities resulting from our assessment of climate change and how these should be reported.	

Part 1 continued

2023/24 committee objectives	Actions taken	Cross-reference
Supporting the Group's sustainability strategy	Airtel Africa is a member of the JAC, an association of telecoms operators aiming to verify, assess and develop corporate social responsibility implementation across the manufacturing centres of suppliers. Membership of the JAC allows us to conduct ESG audits more cost-effectively through cost sharing with other global telecoms companies. During the reporting period, Airtel Africa completed five audits at vendor facilities and will complete a similar number annually. Corrective actions for the issues raised in these audits will be monitored by the Internal Audit team and validated when completed by the vendors. We also reviewed the issues presented in audits carried out by other JAC members and considered these as part of the overall ESG risk profile for our vendors.	See pages 63-64 for our climate-change risk disclosures

Ongoing financial reporting activities

We reviewed the integrity of the quarterly, half year and full year financial statements. We also examined other statements containing financial information, including trading updates and investor presentations and packs, and recommended their approval to the Board. At each of our meetings, we reviewed and constructively challenged the accounting methodologies, key estimates, and judgements and disclosures set out in the papers prepared by management – determining the appropriateness of these with input from the external auditor. Key transactions, judgements and estimates in relation to this year's financial statements are listed on page 133. We also reviewed existing and emerging litigation and regulatory risks.

2023/24 committee objectives	Actions taken	Cross-reference
Reviewing financial reporting controls and considering key issues and findings raised by the Internal Audit team	Our committee reviewed the findings and key issues raised by the Internal Audit team and was satisfied that management had resolved, mitigated or set out action plans for all financial reporting issues or concerns identified.	See page 135
Considering management's significant accounting judgements, the policies applied to quarterly, half year and full year financial statements, and how the statutory audit contributed to the integrity of our year end financial reporting	We assessed: 1. The quality, appropriateness and completeness of the significant accounting policies and practices and any changes to these 2. The reliability and integrity of our financial reporting, including key judgements and whether to support or challenge management's judgements 3. The external audit findings, including their review of key judgements and the level of misstatements 4. The rationale for the accounting treatment and disclosures around judgements and estimates, as reported by the CFO 5. The overall level of reasonableness applied by management in their judgements and estimates around significant half year and full year matters, considering the views of the external auditor and evidence of bias We challenged management on some judgements and sought explanations of the interpretation, making recommendations to the Board for the approval of half- and full-year accounts and financial statements.	
Reviewing the proposed audit strategy for the year's external audit, including the level of materiality applied	We assessed the detailed audit scope and challenged the key areas of focus and significant risks identified by the external auditors, in particular, Deloitte's application of Group and component materiality. We also monitored the external auditor's progress against the agreed plan and considered issues as they arose.	
Reviewing the preparation of our financial statements on a going concern basis, as set out in our accounting policies	Having reviewed the going concern assessment, our committee was satisfied and recommended to the Board the preparation of our financial statements on a going concern basis.	See page 187 for the statement
Assessing the effectiveness of the 2023/24 audit	Our committee performed a detailed effectiveness assessment of Deloitte's audit process, which concluded that the audit was effective. The Board will recommend the reappointment of Deloitte as external auditor for the year ending 31 March 2025 at the AGM.	See page 136
Reviewing related-party transactions and disclosures	We reviewed related party transactions entered by the Group during the year and determined that these were at arm's length. Our committee was satisfied that related-party disclosures in our financial statements are appropriate.	See page 241
Reviewing updates from regulators on corporate reporting	We reviewed updates on FRC's thematic reviews and other guidance issued by the FRC during the year. The Group already complied with the majority of the recommendations, and our 2024 Annual Report has been updated to adopt best practice as appropriate.	See page 132

Audit and Risk Committee report continued

Part 1 continued

2023/24 committee objectives	Actions taken	Cross-reference
Reviewing whether the company's position and prospects as presented in the 31 March 2024 Annual Report and financial statements were fair, balanced and understandable	We assessed: 1. The completeness and consistency of disclosures in the Annual Report, interim reports, our business model and strategy 2. The internal verification of the non-financial factual statements, key performance indicators and descriptions within the narrative 3. The use of alternative performance measures (APMs) 4. The treatment of items as exceptional 5. Feedback from external parties (corporate reporting specialists, remuneration advisors, external auditors) to enhance the quality of our reporting 6. The FRC's guidance on what makes a good annual report to ensure our Annual Report is in line with clear corporate reporting principles and effective communication techniques as outlined by the FRC We recommended to the Board that the 31 March 2024 Annual Report and financial statements presented a fair, balanced and understandable assessment of Airtel Africa's position and prospects.	See page 113
Reviewing the services, fees and policy for non-audit services provided by the auditor for the year	We approved the non-audit services and related fees provided by Deloitte for 2023/24.	See page 136
Approving the statutory audit fee for the year	The 2022/23 statutory audit fee was paid, and our committee approved the fees for the 2023/24 audit.	See page 201

Reviewing the Annual Report 2024

At the request of the Board, we reviewed this Annual Report to consider whether, taken as a whole, it was fair, balanced and understandable. We have robust governance processes in place to support the year end review of the Annual Report, including ensuring that everyone involved understands the 'fair, balanced and understandable' requirements. Our considerations included:

Fairness and balance

- Is the Annual Report open, honest and accurate? Are we reporting on our weaknesses, difficulties and challenges alongside our successes and opportunities?
- Do we clearly explain our KPIs and is there strong linkage between our KPIs and our strategy?
- Is there a fair balance between AMPs and reported figures?
- Do we show our progress over time and is there consistency in our metrics and measurements?
- Does the narrative and analysis in the report and accounts effectively balance the needs and interests of our key stakeholder groups?

Understandable

- Do we explain our business model, strategy and accounting policies in a simple way, using precise and clear language?
- Do we break up lengthy narrative with quotes, tables, case studies and graphics?
- Do we define industry terminology and acronyms?
- Do we have a consistent tone across the Annual Report?
- Are we clearly 'signposting' to where more information can be found?

Iterations of the draft Annual Report were provided to committee members throughout the production process. Following our formal review in meetings on 26 April, 2 May and 7 May, we confirmed to the Board that this Annual Report is fair and balanced and provides enough clarity for shareholders to understand our business model, strategy, position and performance. The directors then made their assessment following the Board's review of the document at its meetings on 28 March, 7 May and 8 May 2024.

Part 1 continued

Governance

At each quarterly meeting, we receive and review summary reports with updates on upcoming proposals and regulations to UK corporate reporting. The FRC publishes thematic reviews and other guidance to help improve the quality of corporate reporting. We also receive summarised reports from our external auditors highlighting any proposed amendments to UK corporate reporting.

2023/24 committee objectives	Actions taken	Cross-reference
Meeting the UK's Transparency Directive (TD), ESEF Regulation (ESEF regulatory technical standard), including phase 2 requirements, prepared using the UKSEF taxonomy	We paid special attention to the preparation of our consolidated financial statements in digital form under the TD ESEF regulation. We made sure the necessary procedures had been completed by all parties, including our technical accounting team and an external specialist IT provider. We asked our external auditor to perform a separate independent voluntary limited assurance of our ESEF. They confirmed that the ESEF annual report was prepared and marked up in line with the requirements of the ESEF technical standard. Their ESEF review opinion is included in this Annual Report.	See page 255
Staying up to date with regulatory reform	Our committee welcomed the FRC's Minimum Standard for Audit Committee published in May 2023. We made sure relevant updates were incorporated into our terms of reference. Our effectiveness review of the auditor was based on the guidance outlined in the standard. Our committee also notes that, in January 2024, the FRC published a revised UK Corporate Governance Code (2024 Code). The 2024 Code includes a limited number of targeted changes, the primary one being a new requirement for boards to make an annual declaration as to the effectiveness of their internal controls (Provision 29). Airtel Africa has already started preparing to implement the reforms by adopting an ICOFR framework and our committee has been receiving regular feedback on progress. See page 129 for our updates on internal controls. In the coming year, as we move towards implementation, we'll continue to enhance our internal control systems and processes based on self-assessments and evaluations, as well as feedback from internal audit, external audit and other assurance providers.	See page 136
Reviewing the findings of the yearly evaluation of our committee	We reviewed the evaluation results and set out an action plan to deliver its recommendations. The Board considered the results of the review and considered the Audit and Risk Committee to be effective.	For details of the committee evaluation see pages 106-107.
Reviewing Group policies	We reviewed and approved updated Group policies in relation to data privacy, ransomware and information security.	See page 169

Part 2

Accounting and financial reporting issues and our response

We considered the following accounting and financial reporting issues, judgements and estimates in the context of the financial statements and management override of controls and fraud, discussed them with our external auditor, and have found the response to each appropriate and acceptable.

Significant issue	How this was addressed by our committee
Going concern and long-term viability statement	As we advise the Board on the form and basis of conclusion for the long-term viability statement and going concern assessment, we reviewed these in depth alongside the Group's strategy and business model. Our review covered: • The Group's prospects • The period under consideration • Principal risks (see pages 75-79) • Longer-term cash flow forecasts • The sensitivities considered in management's stress-test to respond to the principal risks Taking into account potential mitigating actions, we were satisfied with the conclusion and disclosure on the Group's long-term viability and going concern. Our 2023/24 long-term viability statement and more details on the assessment is set out on page 80. More details about going concern assessment are on page 187.

Audit and Risk Committee report continued

Part 2 continued

Significant issue	How this was addressed by our committee
The treatment of Nigerian and Malawian currency devaluations as exceptional items	In June 2023, the Central Bank of Nigeria (CBN) announced changes to the operations in the Nigerian Foreign Exchange Market. This included abolishing segmentation, with all segments now collapsing into the Investors and Exporters (I&E) window and the reintroduction of the 'Willing Buyer, Willing Seller' model at this window. As a result of this decision, the US dollar appreciated against the Nigerian naira by 38% in the month of June 2023 where the exchange rate moved to 756 naira per US dollar as against the opening rate of 465 naira per US dollar. The after-effects of the CBN announcement continued to impact the exchange rate materially during January 2024 when the Nigerian naira to the US dollar moved to 1,414 per US dollar which was also above the threshold percentage as per Group's exceptional item policy. In addition, in November 2023, the Reserve Bank of Malawi (RBM) also announced structural changes to the foreign exchange market with its decision to adjust the exchange rate from selling rate of MWK1,180 to a selling rate of MWK1,700 to the US dollar with effect from 9 November 2023. As part of the structural changes, the RBM started authorising dealer banks to freely negotiate exchange rates to trade with their clients and among themselves, notwithstanding any limitations previously in place. The committee considered and was satisfied that these changes announced by CBN in Nigeria and RBM in Malawi led to a material impact on the Group financial statements in line with the Group's policy on exceptional items and alternative performance measures. The Nigerian naira's impact for the months of June 2023, and January to March 2024, and the Malawian kwacha's impact for the month of November 2023 were, therefore, presented as exceptional items. Further, the committee also considered and deemed appropriate the application of the critical judgement on whether the foreign exchange losses meet the Group's policy as exceptional and whether the foreign exchange losses are of a size, nature and incidence that their exclusion is considered necessary to explain the underlying performance of the Group and to improve the comparability between periods. See note 2.22, 3.2, 5b and 5c of the financial statements for more details.
Review of tax/legal/regulatory matters	We reviewed the key developments in material tax, legal and regulatory cases during the period, management's estimate of key tax, legal and regulatory disputes, and how these were rated as probable, possible or remote. We were satisfied with the accounting conclusions reached by management and the disclosures within the financial statements and the related disclosure as a key source of estimation uncertainty.
Goodwill impairment	Our committee received and discussed a management paper on impairment and challenged the appropriateness of the key assumptions and judgements adopted for the annual impairment testing exercise in December 2023. We considered the level of operating cash flow forecasts, resulting headroom and reviewed the sensitivities performed by management on key assumptions such as the discount rate, growth rates and the headroom if a five-year plan were adopted with appropriate long-term growth rates. For more on Airtel Africa's goodwill impairment assessment, see note 2.9 of the financial statements.
Alternative performance measures (APMs)	The Group added 'Earnings per share before exceptional items and derivative and foreign exchange losses' as a new APM during the year. The committee performed a detailed review on the use of APMs within the Annual Report (including reconciliations disclosed) and concluded that the balance and equal prominence of APMs (in comparison to GAAP measures) was appropriate. For more information on APMs, refer to page 244

Part 3

Risk management and internal controls

Our approach to risk

As highlighted in the strategy and risk sections of the strategic report, risk management is inherent to our management thinking and business-planning processes. The Board has overall responsibility for establishing and maintaining our risk management and internal control systems.

For more information on our risks and mitigation and our risk management framework, see the risk report on pages 72-74.

The Board also approved the statement of the principal risks and uncertainties set out on pages 75-79.

Progress in 2023/24

Each quarter, our CEO and CFO provide a compliance certificate connected to the preparation of our financial results. This includes the policies and procedures for areas of the business under their responsibility and confirms the existence of adequate internal control systems throughout the year. Our committee reviews any exceptions noted in this exercise.

The key features of our internal control system, which assures the accuracy and reliability of our financial reporting, are listed on page 135.

Working to minimise the risk of fraud, bribery and corruption

Minimising the risk of fraud is one of the key priorities for internal audit, and we do this in a range of ways. These include assessing the quality of balance sheet reconciliations, key judgement matters, tenders and quotations, and controls over payments and associated applications.

Part 3 continued

The committee received and reviewed reports of attempted and actual fraud incidents during the year. We received comprehensive updates from management on the incidents and reviewed the root cause analysis and remediation plans to address gaps noted. The committee will continue to monitor the implementation of these plans across all markets, through management updates followed by verification from the internal audit team.

We continue to focus on limiting our potential exposure to bribery and corruption risks, for example by providing mandatory training, reviewing financial records and developing our policies and procedures. Our contract management system includes mandatory certification to our Code of Conduct and anti-bribery and corruption policy. Each year, every employee must take part in computer-based training on anti-bribery and corruption and our Code of Conduct. Our internal audit team reviews our anti-bribery compliance programme to assess its continued effectiveness. We will continue to assess bribery risks in our markets to refine and improve our anti-bribery compliance programme.

Our committee also monitors and oversees procedures around allegations of improper behaviour and employee complaints.

Whistleblowing procedures

Our whistleblowing programme is a confidential channel through which employees can report unethical practices or wrongdoing. We have an independent whistleblowing process managed by an external professional services firm from its centre of excellence in South Africa.

Throughout the reporting period, we received updates on the volume of reports, key themes emerging from these reports and the results of related investigations. We assess the reports for the category and level of concern and consider these in line with a protocol for review, investigation, action, closure and feedback. This is done independent of management where necessary and involving senior business unit or HR management as appropriate.

We continue to monitor the volume, geographic distribution and range of reports made to the hotline to understand key themes, the results of investigations undertaken, significant regional compliance concerns, and whether access to this facility is less understood or publicised in some countries.

During the 12 months ended 31 March 2024, we investigated 67 incidents received through various touch points and our formal whistleblowing channels. These were of varying magnitude, with 11 above the ExCo threshold – these and the measures taken in response have been reported to our committee. Of these 56 cases, 84% have been closed. The very small number of reports that contained allegations of a breach of our Code of Conduct were thoroughly investigated and disciplinary action was taken where appropriate.

The majority of reports received during the period were human resource issues that indicated no compliance concerns or serious breaches of our Code of Conduct.

Our committee chair reports to the Board at each of its meetings on the operation of our Code of Conduct, and anti-bribery, corruption and whistleblowing procedures. This report contains enough detail to enable the Board to oversee these areas and make sure arrangements are in place for a proportionate and independent investigation of related matters and for follow-up action.

Internal audit

The internal audit team provides independent and objective assurance over the design and operating effectiveness of the Group's system of internal control. Our internal audit team considers compliance with internal policies, regulatory obligations and fraud risk mitigation as part of its independent testing and evaluation. The team is composed of individuals at the Group office and in the operating markets. This enables access to specialist skills and ensures local knowledge and experience for more effective coverage.

Airtel Africa has also adopted an internal audit co-sourcing model, where the internal audit activity is supplemented through a partnership with EY as the internal audit service partner. This ensures access to additional specialist skills and an extended knowledge base. The team is governed by the internal audit charter, as approved by the Audit and Risk Committee, and is headed by our chief internal auditor who reports to the committee and the Group CEO. The committee chair regularly meets with the chief internal auditor to discuss the team's activity and any significant issues arising from its work.

The committee approves the annual audit plan in the first meeting of each financial year. We then receive quarterly updates on activities and progress against the plan. During the year, internal audit focused on principal risks as well as emerging key risks, including regulatory compliance, cybersecurity and network resilience.

All key findings and the corresponding mitigation plan from management are reported quarterly to our committee. We focus more on unsatisfactory audit results and conduct an in-depth review with risk owners to gain a comprehensive view of how management will address the findings. Internal audit monitors the implementation of all action plans and validates this once completed by management.

Key controls: the key controls programme continues to evolve and has been fully implemented across all markets and business lines. During the year, a control-optimising project was launched to make sure focus on high-risk processes was maintained, including revisions to include additional high-risk processes. The committee continues to monitor this programme through half-yearly validation of testing results presented by the internal audit team.

The next phase for this programme is to review the possibility of automation for efficiency and consistency of the validation testing effort.

Automation: the internal audit function continues to invest in several initiatives to improve its effectiveness, particularly in the adoption of new technologies. The continuous controls monitoring pilot was successful and this is now being developed as a key programme for internal audit, to be rolled out across all markets and business lines. In addition, the internal audit analytics team has established a training programme for all team members to increase capabilities and audit execution and enhance the auditing process.

In evaluating the work, effectiveness and independence of internal audit, our committee drew its own conclusion based on our experience and regular contact with the chief internal auditor and our internal audit partners. We will conduct an externally facilitated review next year as part of our annual evaluation. The committee also reviewed the annual internal audit work plan, received periodic reports on the results of the internal audit work, and monitored management's responsiveness to the internal auditor's findings and recommendations.

Audit and Risk Committee report continued

Part 4

External auditors

Engaging our auditor

Our committee manages the Group's relationship with the external auditor. Each year, we assess their performance, effectiveness and independence and recommend their reappointment or removal to the Board.

The Group's external auditor is Deloitte, and the lead partner is Ryan Duffy.

Effectiveness of the external audit process

Our committee makes recommendations to the Board on whether to reappoint the external auditor, their independence from our business, and the scope and fee for the audit. After reviewing and challenging the work done by Deloitte during the year, we approved its terms of engagement and are fully satisfied with its performance, objectivity, quality of challenge and independence.

We recommended to the Board that they be reappointed as our external auditor for the 2025 financial year. The Board will recommend this to shareholders as resolution 15 at our 2024 AGM.

Our committee works in line with the UK Corporate Governance Code, the FRC Guidance on Audit Committees and EU regulations on audit reform for our external audit tendering timetable.

We will continue to follow the annual appointment process until our next competitive tender. In line with current regulations, our next mandatory tender will be in readiness to retain our current auditor or move to a new audit firm for the 2029 financial year. This timetable is subject to an annual assessment of Deloitte's effectiveness and independence. The audit was last subjected to a tender in 2019 when Deloitte was appointed.

Our choice of auditor is not restricted by contractual obligations or a minimum appointment period. We've complied with the provisions of the Competition and Markets Authority's Order for this financial year relating to audit rotation and tendering and the provision of non-audit services.

Working with our auditor

The lead external audit partner and his team attend our committee meetings to provide insight and challenge and to report on their review of the half year results and audit of the year end financial statements. To facilitate open dialogue and assurance, we also hold private sessions with our auditor without management present. Our committee chair regularly meets with Deloitte outside scheduled committee meetings.

A number of external audit teams are involved in the audit, given the need to report both our own financial results and to report to our parent company, Bharti Airtel.

Throughout the year, audit teams deliver:

1. A half year review report on Airtel Africa's interim condensed consolidated financial statements by Deloitte UK
2. The audit report on Airtel Africa's consolidated and company-only financial statements signed by Deloitte UK
3. Local statutory accounts audited by each Deloitte Africa team, with some work performed by Deloitte India

During its half year and full year results reporting, Deloitte did not report any significant deficiencies in controls or issues with our accounting judgements and estimates.

Our committee receives a detailed audit plan from Deloitte identifying key risks and areas of focus. We review and challenge this external audit plan, including audit scope and materiality, to make sure Deloitte has identified all key risks and developed robust audit procedures and communication plans. We also look at the quality of auditors' reports throughout the year and consider responses to accounting, financial control and audit issues as they arise.

During the year, Deloitte visited the top seven OpCos, as well as the shared service centre in India and the Group finance team in Dubai.

Using our auditor for non-audit services

We safeguard auditor independence and objectivity through a number of control measures, including limiting the nature and value of non-audit services performed by the external auditor.

Bearing in mind the need for relationships with other audit firms, where we consider our external auditor to have the most appropriate skills, expertise and safeguards, we may use them for certain acceptable non-audit services. We will only do so in line with law or regulation or where there are significant efficiencies to be had when this is done in combination with the audit. Their knowledge of our business may make such services more cost effective and ensure confidentiality.

Our non-audit services policy sets out the circumstances in which the external auditor can provide non-audit services to the Group. It restricts the provision of non-audit services to those allowable under the FRC Revised Ethical Standard 2019 and provides a monetary threshold to management for pre-approved limit.

Under our policy, the committee has delegated to the CEO and CFO have authority to approve permitted non-audit services up to $50,000, with any amounts above this needing committee approval. Our committee reviews and approves any non-audit services with fees above the monetary threshold or not stipulated by the non-audit services policy.

Our review of the auditor's performance during the reporting period included non-audit services and the ability of Deloitte to maintain independence while providing these services.

Non-audit services work for the financial year included:

1. Half year review work for our company
2. Non-statutory audit of Airtel Mobile Commerce B.V. financial statements
3. Control attestation in Zambia required by local regulations
4. Certification of Smartcash Payment Services Bank Limited's customers' deposits required by local regulations in Nigeria
5. Mobile Money regulatory reporting required by local regulations in Uganda
6. ESG assurance and UK Single Electronic Format (UKSEF) ESEF assurance

The value of this was $2.2m, representing approximately 31% of Deloitte's total remuneration as set out in note 8.1 to the consolidated financial statements on page 201.

Part 5

Finance Committee

Our Finance Committee is an operational management committee overseen by our committee. Its two independent non-executive director members are also members of the Audit and Risk Committee.

Given the complexity and importance of finance, treasury and tax policy matters, the Board has delegated oversight and governance to this specialist Finance Committee. This has strengthened our adherence to the relationship agreement and treasury and tax controls. This committee frames our finance policies and procedures, creating risk framework mechanisms for treasury and tax to help achieve our strategic financial goals with a balance of initiative and risk control.

Committee duties

- Ensures our treasury activities are carried out within an agreed policy framework
- Makes sure activities are within agreed levels of risk and will contribute to our financial performance through focused management
- Makes sure operations are appropriately funded and conducted in line with policy
- Ensures the overall treasury objective and specific objectives for each main treasury activity are consistent with both financial and corporate business objectives
- Recommends the strategic tax policy for approval by the Board
- Ensures adequate liquidity to meet financial obligations based on cash flow forecasts
- Optimises the interest cost on gross debt within prudent risk parameters
- Determines and approves the derivatives policy on swaps, FX and interest-rate hedges
- Generates reasonable commercial returns on investments to protect investment capital and ensure desired liquidity
- Minimises the adverse impact of FX movements associated with transactions and our operating exposure in various currencies due to multinational operations
- Maintains diversified access to various local and global debt and borrowings markets
- Determines and approves our strategic tax planning policies
- Approves new debt and the cancellation and modification of borrowing and debt facilities

Committee members

Members were appointed by the Board on the recommendation of the Nominations Committee in consultation with the Audit and Risk Committee chair. They are Jaideep Paul, CFO, as chair; CEO Segun Ogunsanya; deputy CFO Kamal Dua; and two independent non-executive directors, Ravi Rajagopal and Annika Poutiainen. We review the composition of the committee and the continued participation of independent non-executive directors each year.

Nominations Committee report

Sunil Bharti Mittal
Chair

Committee membership and attendance

	Member since	Meetings attended/held
Sunil Bharti Mittal Chair	July 2018	3/3
Andy Green Senior independent non-executive director	April 2019	3/3
Ravi Rajagopal Independent non-executive director (Audit and Risk Committee chair)	April 2019	3/3
Tsega Gebreyes Independent non-executive director (Remuneration Committee chair)	October 2021	1/1

Committee responsibilities

- Reviews the balance, diversity, independence and effectiveness of the Board
- Oversees the selecting, interviewing and appointing of new Board members
- Reviews succession and contingency planning for the Board and senior leadership, including training, development and talent management
- Makes recommendations to the Board about the continued service of directors, including suspensions and terminations of service
- Makes sure directors disclose the nature and extent of any actual or potential conflicts of interest, monitors and assesses these disclosures and makes recommendations to the Board as appropriate
- Oversees, with the chair of the Board, an annual evaluation of Board, committee and director performance – in particular, determines with the chair whether this evaluation should be externally facilitated and, if so, the nature and extent of the external evaluator's contact with the Board, committees and individual directors
- Oversees policy and objectives on diversity and inclusion in light of our strategy, objectives and culture, and monitors the implementation of policies and progress towards objectives at all levels of our business
- Through the committee chair, engages with shareholders on subjects relevant to committee responsibilities

Chair's statement

I'm pleased to present the Nominations Committee report for 2023/24 and to share our plans for the coming year. This year was a busy one for our committee, with several changes to our Board and leadership team. Let me summarise the main issues that occupied our time.

Succession planning

Our committee oversees succession planning for the Board and the senior leadership team. We make sure our Board members have the necessary drive, abilities, experience and diversity to lead Airtel Africa in delivering on our strategy.

We also monitor succession planning for senior management directly below the Board to ensure leadership continuity and a strong pipeline of diverse talent for progression to Board level. We work to support and encourage a growing pool of people potentially suitable for senior roles at Airtel Africa. This year, we looked at our people capability and talent pipeline with a particular focus on gender and underperforming OpCos.

Changes to the Board

This year has seen some significant changes to the composition of the Board.

We announced in January 2024 that Sunil Taldar, director of transformation, will succeed Segun Ogunsanya as managing director and CEO after Segun's retirement. Sunil will join the Board as an executive director and formally take the role of CEO on 1 July 2024.

We're delighted to welcome Sunil as our next CEO. He's shown significant drive and energy in turning around our India business by focusing on network modernisation, distribution and operational efficiency.

As mentioned in my introduction to the governance report, I'm also delighted that Segun has agreed to become our Charitable Foundation's inaugural chair. The Charitable Foundation will accelerate our sustainability initiatives and corporate social responsibility efforts across Africa. After retiring from Airtel Africa, Segun will also be available for 12 months to advise our chair, Board and CEO.

I'd also like to recognise the contributions of two Board members who stepped down this year, Doug Baillie and Kelly Bayer Rosmarin. Doug served on the Board for nearly five years as an independent director and chair of our Remuneration Committee. After serving as director for two years, Kelly stepped down in October 2023 to focus on other business interests. John Danilovich has also informed the Board of his intention to retire as independent non-executive director of Airtel Africa at the end this year's AGM in July 2024. Paul Arkwright joins the Board on 9 May 2024.

On behalf of the Board, I would like to thank Doug, Kelly and John for their immense contribution to our success in building Airtel Africa into a market-leading mobile service and mobile money provider. I wish them all the best for the future.

After implementing these changes, our committee focused on planning for the transition of our longstanding non-executive directors who were all appointed in 2019 at the time of IPO. Our priority is to ensure the Board remains well balanced with a strong pipeline of candidates with the appropriate skills, experience and capabilities.

We reviewed the tenure of all directors and discussed future Board rotation as part of our ongoing review of the Board's current and future needs.

As you can see from their biographies on pages 88-91, our committee chairs and members have recent and relevant skills, experience and expertise.

Changes to the senior leadership team

2023/24 saw a further strengthening of our ExCo with significant appointments:

- The appointment of Oliver Fortuin as the CEO for Airtel Business (June 2023)
- The appointment of Martin P. Fréchette as chief legal officer (June 2023)
- The appointment of Anwar Soussa as regional director, Francophone Africa (August 2023)
- The appointment of Jacques Barkhuizen as chief information officer (October 2023)
- The appointment of Sunil Taldar as director of transformation (October 2023) and CEO designate (January 2024)

We also made some significant senior leadership appointments, welcoming Kamal Dua, deputy chief finance officer and Oladimeji Olaniyan, head of strategy and sustainability, to our senior management team.

Our work to identify high-potential executives and to encourage their development led to several key internal promotions in and across our OpCos this year. We continue to prioritise gender balance at all recruitment levels and, in February 2024, we appointed our first woman MD in Madagascar. Some 43.2% of all our senior appointments (senior manager and above) were women in the last half year.

Meanwhile, 28.5% of our OpCo ExCo members are women, excluding MDs, 21.1% of our senior managers are women, and 27.8% of employees across the business are women. Our employee base consists of 43 nationalities.

Engaging with our people

Our people are our greatest asset, and finding and holding on to top talent in a highly competitive global market is a priority for the Board and management. This year, our CEO voiced concerns over the growing challenge of retaining key people in our largest markets. In Nigeria, for example, we saw top performers leaving for other countries such as Canada, Ireland and the UK, and valued people lost to competitors. We acted against this by creating various incentives beyond cash to attract top performers, including Airtel Africa mobility and 'Women for technology' programmes. We've also introduced revised salary structures and retention packages, and improved allowances payable. Initiatives such as these are also helping us in our work to close the gender gap in all of our locations.

As the non-executive director with responsibility for engaging with our employees, I was delighted to join several employee events during the year to hear directly from our people and respond to their questions. This included the leadership conclave in March 2024, when I met with over 200 colleagues. I shared feedback from this event with the Board. All our independent non-executive directors are invited to quarterly all-employee town halls where they can take questions directly from colleagues.

» For more information about our employee engagement, see pages 115-119

Evaluating our Board

As part of our corporate governance review each year, we examine the independence and diversity of our Board and the balance of skills and development needs of its members.

We regularly map the skill sets of our Board members against our strategy and annual operating plan. This year, we confirmed that, collectively, our non-executive directors have significant experience across the critical areas of strategy, risk management, M&A, technology, media and telecoms (TMT) and Africa.

As part of our committee's governance oversight role, we support the Board when it considers conflicts of interest and independence issues. When reviewing conflict authorisations, we look at other appointments held by the director as well as the findings of the Board evaluation. Following the review, our committee determined that all non-executive directors continued to demonstrate independence; the Board agreed with our conclusion.

In line with the 2018 Code, all directors will retire at this year's AGM and, except for John Danilovich, put themselves up for reappointment (appointment in the case of Sunil Taldar and Paul Arkwright) by shareholders. Each of our non-executive directors seeking appointment or reappointment are independent in judgement and character.

Finally, in this busy year for our committee, we also paid significant attention to enhancing the effectiveness of the Board and its committees. We held an internally facilitated Board effectiveness evaluation, which concluded that the Board continues to operate effectively with an opportunity to improve in minor areas.

We're privileged to have a Board with a diversity of skills and international experience to perform their vital role. This is invaluable in developing our business strategy and enhancing our governance capabilities.

Airtel Africa is a multicultural business, and our ethnic diversity is reflected in our Board, leadership team and employees. We remain committed to ensuring diversity in terms of culture, age, gender, ethnicity, length of service and educational background – and will continue to build an inclusive and diverse workplace.

I welcome questions from shareholders on our committee's activities. To discuss any aspect of this report please contact me through our company secretary, Simon O'Hara (see page 254 for contact details). I'll also be attending our 2024 AGM and look forward to the opportunity to meet you and answer your questions there.

Sunil Bharti Mittal
Chair, Nominations Committee

8 May 2024

Planned director changes

30 June 2024
Segun Ogunsanya steps down as CEO

1 July 2024
Sunil Taldar formally joins the Board and becomes CEO

3 July 2024
John Danilovich steps down from the Board at the AGM

9 May 2024
Paul Arkwright joins the Board

Nominations Committee report continued

About the committee

Led by the chair of our Board, our committee consists of independent non-executive directors. Our CEO and chief HR officer are also invited to attend committee meetings and submit reports.

We met formally three times during the 2023/24 financial year. Our focus, driven by a more ambitious strategic agenda and the planned separation of Airtel Money, was on longer-term succession planning for the senior executive team, short-term senior leadership changes, and supporting the CEO on his proposal to restructure our ExCo. Improving the gender balance at senior leadership level across our business, including in our HQ and OpCos, remained fundamentally important.

Having reviewed the composition and performance of the Board and its committees, we believe our Board has the experience, expertise and appetite for challenge to take Airtel Africa forward in line with our strategy while maintaining good governance. We keep this under regular review.

The committee's work and focus in 2023/24

Key activities during the year:

Chief executive recruitment

- Recommended the appointment of Sunil Taldar as CEO to succeed Segun Ogunsanya on his retirement

Board and committee composition

- Reviewed the current Board structure, size and composition, including the skills, knowledge and experience required to continue to function effectively against an assessment of future business needs
- Considered individual directors' time commitment and overall effectiveness
- Took into account the length of tenure of non-executive directors, and the value of continually refreshing Board membership, in considering Board succession
- Considered the need for an appropriate balance of independence and diversity among Board members
- Discussed the structure, size and composition of the Board's committees
- Reviewed the Board and committee structure within each business unit, including Airtel Money and Airtel Business (enterprise, data centres and FibreCo) and monitored progress against strategy execution and roadmaps for creating standalone entities

Board succession

- Recommended to the Board the appointment of Paul Arkwright as an independent non-executive director
- Noting that Board members had been appointed in two cohorts in 2018 and 2019, developed an enhanced Board succession plan to manage a potential volume exit of current members
- Discussed the changes to the Listing Rules that require one of the Boards four officers (chair, SID, CEO, CFO) to be a woman by 2025 and incorporated this into the Board succession plan

Senior management succession

- Reviewed our strategy for executive-level succession planning and monitored progress of the processes in place for achieving this, including:
  - Considering the Group's talent development programmes to build technical and leadership capability
  - Linking contingency planning to individuals' professional development at senior management level to help people show their potential for progression and build a diverse pipeline of talent
- For Airtel Money, reviewed the trajectory towards listing and the bench strength of talent to deliver the IPO
- Discussed and reviewed the reporting lines of our Control and Compliance functions – suggested that the chiefs of Internal Audit and Risk and Compliance should report directly to the chair of the Audit and Risk Committee with a dotted line to the CEO – and that the company secretary should report to the chair with a dotted line to the CEO

Diversity

- Monitored and noted progress against our gender balance targets at ExCo, country managing director and senior management levels. We recruited a woman MD in Madagascar. Women now make up 28.5% of our OpCo executive committees leaders, excluding MDs. Some 21.4% of our senior managers are women, as are 30.5% of employees across the business.
- Reviewed policies and processes to promote diversity in our operating country boards
- Worked to attract diverse, highly skilled and talented employees by:
  - Tackling unconscious bias
  - Ensuring a gender balance on shortlists for management positions
  - Promoting a good work/life balance
  - Encouraging equal opportunities for all.
- Appointed 12 women to senior Group and OpCo roles:

Role	Operating country	Local operating country committee membership
Director (Finance)	Chad	Executive Committee
Managing director	Madagascar	Executive Committee
Director of marketing	Tanzania	Executive Committee
Director of customer experience	Uganda	Executive Committee
Director of IT	Nigeria	Executive Committee
Director of HR	Chad	Executive Committee
Director of HR	Airtel India Limited	
Director of distribution	Nigeria	
Head of shops and retail postpaid business	Nigeria	
General manager of customer experience	Nigeria	
Head of digital platforms	Dubai	
Head of operations	Uganda	

Directors' elections

- Recommended to the Board that each director be proposed for re-election by shareholders at our Annual General Meeting (AGM) in July 2024

Directors' fees

- Reviewed the fees paid to the Group chair and the non-executive directors and agreed to inflation-linked increases in line with benchmarking data to stay competitive

Committee evaluation

- Oversaw the Board effectiveness evaluation and discussion of feedback, observations and recommendations from this review, including evaluating whether each non-executive director was dedicating enough time to their duties

Committee terms of reference

- Reviewed and approved our terms of reference before making a recommendation to the Board. In completing this review, our committee concluded that the terms of reference are appropriate and reflect the way in which we discharge our duties
- Reviewed the committee's performance during the year against its terms of reference and concluded that it was operating effectively
- Reviewed individual director independence to check for conflicts of interest and found there no concerns regarding the contribution or commitment of any directors

Annual General Meeting (AGM)

- Received and discussed a detailed AGM briefing from the company secretary, including voting results, shareholder feedback and engagement in the lead up to the AGM

Employee engagement

- Stayed up to date on projects to attract new people and support existing employees, such as our 'Women in technology' programme, Airtel Africa mobility programme, young technology leaders 2023 training programme and Digital Labs in Nigeria
- Supported our learning and development teams' capacity-building efforts across the Group, as well as ongoing initiatives around health, wellbeing and recognition, such as a Digital Lab programme to improve physical and mental health

Foundation

- Discussed the leadership of the Airtel Africa Charitable Foundation, potential trustees and staffing

International Women's Day

In addition to the equality, diversity and inclusion-related initiatives and campaigns across our OpCos, we celebrated International Women's Day for the third consecutive year. Employees took part in talks, debates and activities to recognise women across our business and to consider some of the barriers and challenges facing women in the workplace.

As at 31 March 2024

28.3%

Gender balance in our workforce (26% in 2022/23)

35.4%

Percentage of female new starters (senior managers and above)

Board tenure as at 31 March 2024

	Appt. date	2-3 years	4-5 years	6-7 years
Sunil Bharti Mittal	July 2018			●
Akhil Kumar Gupta	Oct 2018			●
Shravin Bharti Mittal	Oct 2018			●
Andy J Green	Apr 2019		●	
Awuneba Ajumogobia	Apr 2019		●	
John Danilovich	Apr 2019		●	
Ravi Rajagopal	Apr 2019		●	
Annika Poutiainen	Apr 2019		●	
Segun Ogunsanya	Oct 2021	●		
Jaideep Paul	June 2021	●		
Tsega Gebreyes	Oct 2021	●		

Nominations Committee report continued

Developing our Board

One of our priorities is to continually develop our Board members. We inform directors about relevant seminars and training and encourage and support their attendance. We provide regulatory updates at each Board meeting, and specialist advisors brief our committees on topics such as changes to accounting procedures and UK corporate governance. Our Board undertook a series of development activities during the reporting period, including training by our corporate legal advisors Herbert Smith Freehills LLP on the political environment, governance reform, liability to investors and directors' duties.

We reviewed the induction programme for directors and concluded that this is appropriate.

Board and committee balance, diversity, independence and effectiveness

The chair of the Board is responsible for making sure independent non-executive directors can constructively challenge executive directors, while supporting them to implement our strategy and run the business effectively. He works with our committee to make sure the Board has the right blend of skills, independence and knowledge.

Appointing and re-electing directors

Our appointment processes

The Board has the power to appoint new directors and to fill any vacancy. When recruiting members for the Board, our committee adopts a formal and transparent procedure – this considers the skills, knowledge and level of experience required, as well as diversity.

We begin by evaluating the balance of skills, knowledge and experience of existing Board members, the diversity of the Board, and the ongoing requirements and strategic developments of the business. This enables us to focus on appointing someone who will complement and enhance the Board's effectiveness and overall performance.

We review a longlist of globally drawn potential candidates and shortlist candidates for interview based on the criteria set out in the agreed specification. These include the requirements of the Group, the diversity of the Board, and the skills, knowledge and experience of current members. Non-executive appointees must show they have adequate time available for the role, and, before being appointed, all candidates must identify any potential conflicts of interest.

Shortlisted candidates are interviewed by the committee chair, other committee members and the CEO. The committee then recommends the preferred candidate, who is invited to meet other Board members. Finally, the committee takes up detailed external references before making a formal recommendation to the Board for appointment.

No director took on a significant new appointment during the year. Before accepting any appointment, each director is expected to discuss the anticipated time commitment with our chair and company secretary to make sure they continue to have adequate time for Airtel Africa Board duties.

Re-election

All directors will stand for re-election at each year's AGM while in office. Each director proposed for re-election at our AGM has been unanimously recommended by other members of the Board.

Effectiveness

The internal Board evaluation reviewed our committee's effectiveness and sought feedback from the committee members. The composition and management of Nominations Committee meetings and quality of information provided continued to be highly rated. The management of director succession was seen as operating effectively, with the appointment of the CEO designate and the Remuneration Committee chair. In terms of the areas identified for focus in last year's evaluation, there is still work to be done to achieve better gender balance at ExCo level, although significant progress is being made in our OpCos.

» For progress on employee gender balance, see page 145

Succession planning for the executive directors, talent management and people oversight were identified as areas of strength. A greater focus on the executive team and the quality of talent in key OpCos were identified as areas to work on.

We discussed the output of the evaluation, which concluded that we continued to operate effectively throughout the year and confirmed our intended areas of focus for the year ahead.

2023/24 evaluation	Outcome	Key themes and areas for focus	Action
Nominations Committee	**Areas of focus**	Executive gender balance	To continue to focus on our Board and executive succession planning to achieve gender balance at all senior leadership levels
		Succession planning for executive teams at Group and OpCo levels	Presentations to include insight into performance assessment highlights, including risk taking, innovation and leadership

Areas of challenge are identified throughout this report. Each director goes through a performance review process as part of the annual Board effectiveness review. This confirmed that each director continues to make an effective contribution to the Board.

Advice available to the Board

All directors have access to the advice and services of the company secretary. Directors may also take independent professional advice at our expense where this is judged necessary to fulfil their responsibilities. During the year, the Board took advice from:

- Alvarez & Marsal through the Remuneration Committee, as explained in more detail on pages 146-165
- Our corporate legal advisors Herbert Smith Freehills LLP through the Market Disclosure Committee on the identification of insider information
- Legal advisors Clifford Chance on share plan and remuneration policy matters
- Our brokers on the sector and relative performance of our share price

Employee engagement

» For details on how we engage with our employees, see page 115

Diversity

Our policy is to promote and appoint the best person for each role without regard to age, ethnicity or disability – only considering factors such as educational and professional backgrounds as appropriate for the position. This applies to the entire business, including the Board. We're working to build diversity and inclusion into our appointment and promotion processes at every level. All Airtel Africa employees have completed our annual Code of Conduct training and certification, which covers our commitments on diversity, inclusion and non-discrimination.

Board diversity

We see diversity as fundamental to the successful operation of our Board and to creating a balanced culture across our business.

The Board represents a broad range of skills, experience, age, education, social background, ethnicity, gender and nationality. Our youngest director is 35, and the Group is ethnically diverse. Most have spent a considerable amount of time living outside the UK, and this range of experience is invaluable in developing our business strategy and enhancing our governance capabilities.

The Board regularly reviews its balance and composition. Board diversity is supported by the Board diversity policy which specifically applies to the Board and its committees and supports the Group's wider approach to diversity. This policy was reviewed and approved during the year. The diversity of the Board's principal committees reflects the diversity of the non-executive directors.

The Board supports the FTSE Women Leaders Review target of 40% female representation on the Board and senior leadership team by 2025. The definition of senior leadership team includes members of the ExCo and their direct reports. We recognise that we need to bring more women on to both our Board and senior leadership team – and our committee considered how to achieve compliance. We're addressing the gender balance challenge across our OpCos by championing initiatives that support diverse talent and thought. These critical enablers of sustainable growth include the Airtel Africa mobility programme, the 'Women for technology' programme and the Airtel Academy.

›› For more information about these initiatives, see page 117

We also appointed our first woman operating country (OpCo) managing director: Anne Tchokonte joined as managing director of Airtel Madagascar in February 2024.

This year, our committee also considered how to achieve compliance with the Listing Rule disclosure requirement that states that at least one woman should be appointed as chair or senior independent director either on the Board or as CEO or finance director by the end of 2025. As at 31 March 2024, 27% of the directors were women and there were no women in senior Board positions. The Board is not currently compliant with these two Listing Rule targets.

While we haven't yet achieved the FTSE Women Leaders Review's Board-level gender-balance target, doing so is an integral part of our succession planning. The gender balance of our Group ExCo is still a challenge, and we're working to bring more women into the committee by 2026. We're making good progress in addressing the gender imbalance at our OpCo ExCo level and in our senior management teams who report to the ExCo.

We make sure the specification for any new senior management role is equally suited to applicants of any gender and that there's no discrimination at any stage in the selection process based on applicant characteristics. Diversity and inclusion are, and will continue to be, a key focus for our business.

The Board fully supports the Parker Review's 'Beyond One by 21' recommendation and is pleased to confirm our compliance with the Listing Rule target of having at least one person on the Board from a minority ethnic background.

The change to the Board's gender and ethnic diversity compared to 31 March 2023 is because Doug Baillie and Kelly Bayer Rosmarin stepped down from the Board during the year.

Our Board diversity and inclusion policy

Our Board diversity policy sets out our approach to diversity and is applicable to the Board and its committees (specifically, the Audit and Risk Committee, Remuneration Committee and Nominations Committee). It also supports our wider approach to diversity across the business. This is governed in greater detail by our Code of Conduct which applies to all employees, agency workers, self-employed contractors, casual workers, operatives and job applicants.

Policy objectives	Implementation	Progress against objectives
Commitment to a minimum of 40% of the Board being women by the end of 2026	Succession planning seeks to ensure a greater gender balance is in place over the short, medium and long term	27% of our Board are women
Commitment to have at least one woman in the role of senior member of the Board, being the chair, CEO, CFO or senior independent director by the end of 2026	The Board is supportive of the FCA proposals, noting the comply or explain basis	We will look to appoint a woman as a senior independent director when succession planning in 2024
Maintain an ethnically diverse Board	We consider Board diversity as part of our succession planning	We meet the recommendations of the Parker review: 73% of the Board identify as non-white

Nominations Committee report continued

Our people diversity policy

Our 'Win with' strategy exists to drive the sustainable, profitable growth we need to continue creating value for all our stakeholders. To facilitate this, we aim to be an employer of choice with a diverse and inclusive working environment and a culture of high performance, wellbeing, skills enhancement and coaching.

Our diversity policy

Purpose

We have a clear and ongoing purpose of transforming lives.

Diversity and inclusion are a part of who we are and how we do business – in line with our values of being alive, inclusive and respectful.

Policy statement

We recognise that a diverse workforce is key to delivering value to our customers. So, we work to create an inclusive environment that embraces our differences and helps employees deliver their true potential. Our practices and policies to shape this include global mobility, talent acquisition and learning and development. We're particularly focused on developing women in management and leadership roles across our business.

Initiatives

1. Finding and using diverse talent pools for all management and senior leadership recruitment
2. Building succession and leadership development plans that encourage the promotion of women, such as the Women in Tech programme, the young technology leaders 2023 training programme, Digital Labs and the Airtel Africa mobility programme
3. Mentoring programmes
4. Facilities for expectant and new mothers, such as reserved parking and mothers' rooms
5. The CEO's Women in Leadership council
6. Women's entrepreneurship programme to bring more self-employed women into sales and distribution roles

Training and awareness

1. An ongoing programme to counter unconscious bias
2. Using town hall sessions to create awareness and set the right tone from the top
3. All employees completing yearly Code of Conduct training and certification covering our commitments on diversity, inclusion and anti-discrimination

Monitoring and reporting

1. A monthly diversity review by our chief HR officer with the HR directors of our regional businesses
2. Quarterly progress reports to our ExCo and Remuneration and Sustainability Committees before being reported to the Board
3. Quarterly progress reports to our management HR committee

FCA diversity disclosure tables

Ethnicity table as at 31 March 2024

Parker Review – directors from ethnic minority background*

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (Chair, SID, CEO, CFO)	Number in executive management**	Percentage in executive management
Asian/Asian British	5	46%	2	9	53%
Black /African/Caribbean/Black British	3	27%	1	3	17%
White British or other white (including minority-white groups)	3	27%	–	2	12%
Mixed/multiple ethnic groups	–	–	–	2	6%
Other ethnic group (including Arab)	–	–	–	1	–
Not specified/prefer not to say	–	–	–	–	–

* The data for these tables was collected by asking individuals to anonymously self-report against the categories displayed in the table above.

** The number of Executive Committee (ExCo) members.

Women in leadership as at 31 March 2024*

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (Chair, SID, CEO, CFO)	Number in executive management**	Percentage in executive management
Men	8	73%	4	16	100%
Women	3	27%	0	1	0

* This table reports on sex rather than gender identity, as defined by the Listing Rules.

** The number of ExCo members.

Gender balance

The gender balance of the Group's employees as on 31 March 2024 was as follows:

Category	Women	Men	Total	Women (%)	Men (%)
Group Board*	3	8	11	27.3%	72.7%
Group Executive Committee member**	1	16	17	5.9%	94.1%
OpCo Executive Committee	45	113	158	28.5%	71.5%
Senior and middle management***	201	738	939	21.4%	78.6%
All other employees	921	2,097	3,018	30.5%	69.5%
Total	**1,171**	**2,972**	**4,143**	**28.3%**	**71.7%**

* CEO and CFO are part of board and Group ExCo (have been counted in both categories).

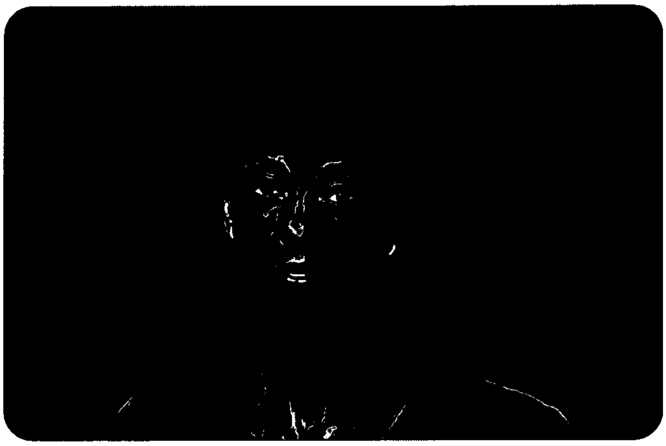
** Company secretary has been included in Group Executive Committee (ExCo) count.

** The Group Executive Committee (ExCo) direct reports are one of the sets of numbers in the diversity table already provided (under senior and middle management).

***OpCos MDs have been included in senior and middle management.

***Senior management is all general managers and above excluding OpCo and Group Executive Committee (ExCo), and middle management includes all employees at senior manager level.

Directors' remuneration report



Tsega Gebreyes
Chair, Remuneration Committee

Committee membership and attendance

	Member since	Meetings attended/held
Tsega Gebreyes Chair	October 2021	6/6
Awuneba Ajumogobia	April 2019	6/6
John Danilovich	April 2019	6/6

This report sets out the remuneration policy for our directors, what they've been paid in the year and how this is linked to the performance achieved.

There are three sections to the report:

Part 1

An introduction from the committee chair – this explains our approach to remuneration, summarises the key decisions made by the committee during the year (also part of the annual remuneration report), and gives an overview of our 2024/25 approach and policy.

Part 2

The directors' remuneration policy – this sets out the remuneration policy for our CEO, CFO, chair and non-executive directors, which was approved by shareholders at the 2023 AGM and will remain in force until the 2026 AGM at the latest.

Part 3

Our annual report on remuneration – this sets out in detail how we applied our current remuneration policy in 2023/24, the remuneration received by directors for the year and how the policy will be applied in 2024/25. This report will be put to an advisory shareholder vote at the AGM.

All amounts in this report are in US dollars ($), unless stated otherwise.

Chair's introduction

I'm pleased to present the Remuneration Committee's report for 2023/24.

During the year, the key issues for the committee included determining the performance outcomes for our incentives, the remuneration arrangements for the new CEO, Sunil Taldar and the treatment of remuneration for the outgoing CEO, Segun Ogunsanya. All of these areas are discussed below.

Performance outcomes for the year

To recap on the performance as described in the strategic report, this year Airtel Africa's continued investment into maintaining and modernising its 4G network whilst also expanding its distribution network helped continue the expansion of our customer base. This strong performance was reflected in revenue growth and expansion in the EBITDA margin when measured in constant currency.

The targets for our financial measures flow from our annual operating plan, which is an output of Airtel's investment decisions, each of which is approved taking into account the potential return on capital. The financial performance measures in our incentives are measured using constant currency as we have significant operations in a number of countries and this measurement basis helps reflect the underlying performance of the business over the performance period. It keeps management neutral to currency fluctuations which could improve or worsen reported currency financial measures.

Annual bonuses for 2023/24 were based on a scorecard of measures: net revenue (35%), EBITDA (35%), operating free cash flow (10%) and ESG and governance objectives (20%). Given the Group's strong performance with 21.1% growth in net revenue on a constant currency basis, 21.3% growth in underlying EBITDA and 34% growth in operating free cash flow, the targets for all of the financial objectives were either exceeded or close to the stretch target. Both of our executive directors in the year also had role-specific personal objectives for the year – see page 157 for details. As a result, the outgoing CEO's bonus outcome was at 95.9% of maximum and the CFO's bonus outcome was 98.1% of maximum. However, as set out below in the section on considering formulaic outcomes, the committee reviewed the overall performance of the company and exercised discretion to reduce the formulaic bonus outcomes to 85% of maximum for the outgoing CEO and 87% of the maximum for the CFO. One third of the bonus for the CEO and the CFO will be deferred into shares for two years.

Our outgoing CEO and our CFO were granted an LTIP award in 2021 which vested based on performance up to 31 March 2024. This award vested at 78.9% which reflects strong performance over the past 3-year period, with net revenue growth of 21.5% per annum in constant currency, TSR performance of 34% being above the upper quartile of the comparator group, and an increase in underlying EBITDA margin of 3.54% in constant currency. See page 159 for details.

Considering formulaic outcomes

Our committee reviewed the formulaic outcomes against the bonus and LTIP targets. In particular, we considered whether the bonus and LTIP outcomes were appropriate in the context of the depreciation of the Naira which had a significant impact on reported currency revenue and EBITDA. Nigeria is our biggest market, and although the economic turbulence affected the reported performance, we were also mindful of management's achievements in developing a clear plan, focusing on reducing costs and reducing foreign currency liabilities, while continuing to grow our customer base in an increasingly competitive market. This is reflected in our performance in Nigeria where revenue and EBITDA have both exhibited strong growth in constant currency. Taking this into account, we determined that the incentives had operated as intended throughout the year and that they were reflective of the underlying performance of the group and its positive outlook as we expect the devaluations to result in a healthier economy in the medium term. Nevertheless, we are aware of the impact on shareholders created by these circumstances, and, seeking to improve alignment between the incentive outcomes and the shareholders' experience, have decided to apply a discretionary reduction of around 11% to the annual bonus outcome for the outgoing CEO and CFO. After the application of this reduction, the annual bonus outcome of the outgoing CEO and CFO was reduced from 95.9% and 98.1% respectively to 85% and 87% of maximum respectively. In addition, in determining the vesting outcome for the outgoing CEO's 2022 and 2023 LTIP awards, the Committee did make a discretionary downwards adjustment of around 8% to reflect the potential uncertainty of the financial forecasts on which the performance assessments were based.

Board changes

During the year, Segun Ogunsanya informed the Board of his intent to retire and the Board agreed that Sunil Taldar will be appointed CEO on 1 July 2024 after a transition period. On appointment, Sunil's base salary will be $760,000, which, although below the salary of the outgoing CEO, may be subject to above-workforce increases over the coming years, depending on his performance in role and the performance of the company. His benefits will be in line with those of other senior executives and he will not receive a pension. His incentive opportunities are at the same level (as a percentage of salary) as for the outgoing CEO. His target annual bonus for 2024/25 will be set at 75% of salary (maximum 150% of salary), with one third to be deferred into Airtel Africa shares for two years. His LTIP awards for 2024/25 comprise a PSP grant of 150% of salary and RSU grant of 50% of salary, at maximum. In addition to his normal annual variable compensation, Sunil Taldar will also participate in the special one-off incentive which was approved by shareholders at the 2023 AGM, and is designed to incentivise a succesful IPO of Airtel Money. No buyout or joining awards were granted. Leaver terms for Segun Ogunsanya are set out below.

Treatment of remuneration for the outgoing CEO

In considering Segun Ogunsanya's leaver terms, our committee noted that he oversaw a period of strong growth and continued progress for Airtel. During his leadership, Airtel maintained its position as one of the fastest growing and most profitable telecoms operators in Africa.

We took this into account in determining how to apply the policy and treat his inflight share awards on retirement, and decided that he should be treated as a good leaver. We also took into account when applying a pro rata reduction to his LTIP awards that his relationship with Airtel will continue from his retirement until 30 June 2025, during which time he will provide advisory services to the Chairman and the Airtel Africa Board, and chair the Airtel Africa Charitable Foundation.

In more detail, all elements of his CEO remuneration package will be paid up to his departure, at which point they will all cease. He will receive a pro-rated bonus for time served subject to his individual performance and the company's financial outlook which will be paid entirely in cash. He will not be eligible for the normal annual LTIP grant to be made in 2024. In light of the considerations noted above, we will exercise discretion to treat him as a good leaver under our share plans. This will result in his outstanding deferred bonus shares vesting in full. In addition, the number of shares under his outstanding LTIP awards will be reduced as a result of the pro-rating up to 30 June 2025 when his relationship with Airtel will end (in the case of the 2023 LTIP awards), and as a result of the application of the performance conditions for both the 2022 and 2023 LTIP awards. Awards will vest when he steps down as CEO and will be subject to malus and clawback. The post-vesting holding periods will be waived on his LTIP awards, but he will be required to hold shares to the value of 125% of base salary for at least two years in accordance with the post-cessation holding requirement. Segun Ogunsanya will also receive an amount for untaken holiday and an amount required to be paid under Dubai employment law. Further detail on the treatment of his LTIP awards is provided later in the report.

Finally, the Committee decided not to grant the one-off Airtel Money incentive award to Segun Ogunsanya for which he was eligible during FY 2023/24 as discussions regarding his potential retirement had already started at the intended date of grant.

Implementation of policy in 2024/25

The salary for the CFO will be increased by 5% which is below the planned increase for employees which is slightly above 7%. No increase will be applied to the outgoing CEO's salary.

Maximum bonus opportunity is capped at 200% of base salary for the new CEO, and 175% of base salary for the CFO, under the policy approved by shareholders at the 2023 AGM. The actual 2024/25 bonus opportunities for the executive directors will again be set below these policy maximum levels. The 2024/25 max bonus will be set at 150% of base salary for the new CEO and 140% of salary for the CFO. In line with the policy, one third of any bonus will be deferred into shares for two years. It is intended that metrics and weightings remain unchanged from last year, with 80% based on financial metrics (net revenue, underlying EBITDA and operating free cash flow) and 20% non-financial.

LTIP grants will also be made at levels below the maximum levels permitted under the policy approved by shareholders at the 2023 AGM. LTIP grants will consist of performance shares (with a maximum face value of 150% of salary for the new CEO and 100% of salary for the CFO), and restricted stock units (with a maximum face value of 50% of salary for the new CEO and 40% of salary for the CFO). We will continue to set robust and challenging performance targets for both the bonus and the performance shares component of the LTIP, with vesting of restricted stock units dependent on the satisfaction of a financial underpin.

As in 2023/24, three performance conditions will apply to the performance shares: relative TSR (20%), underlying EBITDA (40%) and net revenue (40%), with each measured over three years. The underlying EBITDA and net revenue targets will not be disclosed at grant as they are currently considered to be commercially sensitive. They will be disclosed when this changes – no later than the report for the year in which the awards vest. The underpin applying to the grant of restricted stock units will continue to include an operating free cash flow measure.

Conclusion

This year, Airtel Africa has continued to live out its purpose of delivering vital services and helping to transform the lives of its stakeholders. It has delivered strong underlying performance despite the turbulent economic situation in its key market and has laid strong foundations for future growth. This performance has been the result of the dedication and talent of our workforce under the leadership of our management team.

I would like to thank my fellow committee members for their continued diligence and dedication. We look forward to seeing your support for the new policy and remuneration report at this year's AGM and, more importantly, seeing the continued benefits of our work to all our stakeholders over the coming years.

I will be attending the 2024 AGM and look forward to engaging with shareholders at the meeting. In the meantime, if you'd like to discuss any aspects of this report please contact me through our company secretary, Simon O'Hara (see page 254 for contact details).

Tsega Gebreyes
Chair, Remuneration Committee

8 May 2024

Directors' Remuneration Report continued

Remuneration Committee

- Advises the Board on remuneration for Board members, executive directors, the company secretary, the Executive Committee and other senior employees
- Makes sure that remuneration arrangements identify and mitigate reputational and other risks from excessive rewards and inappropriate behaviour linked to target-based incentive plans
- Ensures targets are appropriate, geared to delivering our strategy and enhancing shareholder value
- Makes sure rewards for achieving or exceeding agreed targets are not excessive
- Promotes the increasing alignment of executive, employee and shareholder interests through appropriate share plan participation and executive shareholding guidelines
- Reviews employee remuneration and policies and the alignment of incentives with culture, particularly when setting the executive directors' remuneration policy
- Through the committee chair, engages with shareholders on remuneration-related matters

Main activities in 2023/24

During the financial year, the committee:

- Agreed annual salary increases and reviewed senior executive remuneration
- Agreed the treatment of remuneration for the outgoing CEO and the remuneration for the new CEO
- Implemented and made awards under our share plans
- Determined the level of bonus payments for the previous financial year
- Determined the level of LTIP vesting for the outgoing CEO and CFO
- Drafted and agreed the directors' remuneration report
- Received training in key areas of the UK Corporate Governance Code and The Investment Association's guidance
- Held regular updates on latest investor thinking and emerging and future remuneration trends, including the expected impact of ESG trends on remuneration

Shareholder consultation

A formal consultation with shareholders was not undertaken this year as no changes to policy or implementation are being proposed. Regular dialogue continues with our shareholders on matters of remuneration as part of our investor relations activities.

Engaging with employees

The report on pages 115 to 116 explains our work on diversity and the various ways in which management engaged with employees during the year. While our committee doesn't directly consult employees on executive remuneration, a non-executive director attended our regular town halls at which a wide range of topics were discussed with our outgoing CEO, including employee remuneration.

Effectiveness

The Board evaluation reviewed the committee's effectiveness and sought feedback from its members. The review concluded that the Committee continued to function well, with the management of meetings, quality of the Committee's relationships (including external consultants), communications with shareholders, the annual cycle of work and review and oversight of key areas of responsibility, considered to be effective. The results also showed the Committee to be effective in aligning executive remuneration with the Group's strategic operational and sustainability objectives. In response to the areas identified for focus in last year's evaluation, the Committee recognised the choice of ESG metrics to support greater gender diversity across the executive and senior management teams was showing results at the senior management team level. However, even greater focus at the executive team level was required.

We discussed the output of the 2024 evaluation and concluded that we had operated effectively throughout the year. Areas of challenge are identified in this report. We also confirmed our areas of focus for the year ahead.

2023/24 evaluation	Outcome	Key themes and areas for focus	Action
Remuneration Committee	Areas of focus	Increase in awareness of trends in remuneration in both Africa and the UK	Identify any current gaps and ensure additional input provided to the Remuneration Committee by the advisors and/or provide appropriate additional training for members of Remuneration Committee

Summary of remuneration

FY23/24 performance – Our business performance

Net revenue	Underlying EBITDA	Operating free cash flow
21.1%	21.3%	34%
compared to last year in constant currency	compared to last year in constant currency	compared to last year in constant currency
$4,486.5m	$2,518m	$1,780.7m

Annual bonus outcomes

All amounts are in $million	Weighting	Threshold	Target	Maximum	Outcome (%)
Net revenue	35%	4,215	4,323	4,431	4,487 (35%)
Underlying EBITDA	35%	2,366	2,445	2,522	2,518 (34.2%)
Operating free cash flow	10%	1,541	1,620	1,697	1,781 (10%)
Non-financials CEO ›› Details on page 157	20%				(16.8%)
Non-financials CFO ›› Details on page 157	20%				(19%)

The above performance resulted in a formulaic bonus outcome of 95.9% of maximum for the CEO and 98.1% of maximum for the CFO. After applying a discretionary adjustment, the outcomes were reduced to 85% of maximum for the CEO and 87% of maximum for the CFO.

Bonus outcome as % of maximum

Segun Ogunsanya 85%

Jaideep Paul 87%

Long-term incentive plan

The performance period for LTIP awards granted in 2021 ended on 31 March 2024. Following the assessment of the PSU performance condition and the RSU underpin, as summarised in the table below, awards vested to the outgoing CEO and the CFO. The performance condition was assessed resulting in the vesting of 78.9% of the PSU awards and 100% of the RSU awards, and these amounts are included in the single figure table on page 156.

Metric	Weighting	Threshold (25%)	Target (50%)	Max (100%)	Actual	% achievement of maximum
Net Revenue CAGR	40%	17.4%	19.4%	21.4%	21.5%	100%
Increase in Underlying EBITDA Margin	40%	3.2%	3.58%	3.93%	3.54%	47.4%
Relative TSR	20%	Median	n/a	Upper quartile	Above upper quartile	100%

Metric: Relative TSR is measured by comparing Airtel Africa TSR to the median and upper quartile TSR of the MSCI Emerging Markets Communication Services Index

Single figure of remuneration ($000s)

Olusegun Ogunsanya

2022/23 $2,434

2023/24 $5,944

Jaideep Paul

2022/23 $2,227

2023/24 $2,280

Link between remuneration and business strategy – metrics for 2023/24

Annual bonus

Measure	Weighting	Why chosen
Net revenue*	35%	Key indicator of our growth, market penetration and customer retention
Underlying EBITDA*	35%	Measure of our profitability and cash-generating ability from year to year
Operating free cash flow (OFCF)*	10%	Measure of the underlying profitability from our operations, as well as our ability to service debt and other capital commitments
Non-financial	20%	Indicator of the performance of the organisation in key non-financial areas

Special one-off incentive

Measure	Weighting	Why chosen
IPO price	100%	Measures additional value created for Airtel Africa shareholders on an IPO of Airtel Money

Long-term incentive plan

Metric (constant currency)	Weighting	Why chosen
TSR, relative to a peer group of competitors For grants in 2024, we intend to use a peer group of international emerging market communication services organisations (MSCI Emerging Markets Communication Services Index constituents)	20%	Measures the total returns to our shareholders, providing close alignment with shareholders' interest
Net revenue*	40%	A key indicator of long-term growth in the market, highlighting the importance of sustained performance
Underlying EBITDA*	40%	A key indicator of long-term growth on profitability from operations, high-lighting the importance of sustained performance
Operating free cash flow (OFCF)*	RSU underpin	Measure of the underlying profitability from our operations, as well as our ability to service debt and other capital commitments

* measured in constant currency

Directors' Remuneration Report continued

Summary of remuneration continued

Proposed remuneration structure for 2024/25

Component	Purpose and link to strategy	24/25	25/26	26/27	27/28	28/29	29/30	Deferral and holding requirements	Proposed implementation for 2024
Base salary	To recruit and reward executive directors of a suitable calibre for the role							n/a	New CEO: $760,000 CFO: $674,896
Benefits (including pension)	To provide market competitive benefits							n/a	Benefits in line with policy
Annual bonus	To incentivise and reward annual performance achievements. To also provide sustained alignment with shareholders through a component deferred in shares		Deferral period					Deferral of one third of any bonus	New CEO: 150% of base salary maximum CFO: 140% of base salary maximum Metrics[1]: Net revenue, underlying EBITDA, Operating free cash flow, non-financial
Long-term incentive plan – PSUs Long-term incentive plan – RSUs	To incentivise and reward the delivery of the company's strategic objectives and provide further alignment with shareholders through the use of shares				Holding period			Two-year post-vesting holding period	New CEO grant: 150% of base salary maximum in PSP and 50% of base salary maximum in RSUs CFO grant: 100% of base salary maximum in PSP and 40% of base salary maximum in RSUs Metrics[1]: TSR, relative to a peer group of competitors, Net Revenue, Underlying EBITDA RSU underpin: Operating free cash flow
Special one-off incentive	To incentivise a successful IPO of Airtel Money				Holding period			Two-year post-vesting holding period[2]	New CEO: 75% of base salary Metrics[1]: IPO price
Shareholding requirement	To further align the interests of executive directors with those of shareholders								New CEO: 250% of salary CFO: 200% of salary

1 The target ranges are considered by the committee to be commercially sensitive and will be disclosed in the 2024/25 directors' remuneration report for the annual bonus, and at the time of performance measurement for the LTIP and special one-off incentive.

2 Vesting is on IPO providing no later than 3 years from grant, followed by a 2-year holding period.

Part 2

Directors' remuneration policy

This sets out the policy which was approved at the 2023 AGM.

We developed the policy taking into account the principles of the UK Corporate Governance Code, the views of our major shareholders, and pay and conditions of other employees which were considered when the Committee discussed the new policy. The policy is intended to attract, motivate and retain high-calibre directors, to promote the long-term success of Airtel Africa, and to be in line with good practice and the interests of our shareholders. To avoid conflicts of interest, executive directors were not included in discussions on the new policy, and the policy was approved by the Remuneration Committee. The policy will be implemented by the Remuneration Committee.

The policy below is the same as that submitted at the 2023 AGM, but for minor changes to the scenario charts to make them relevant to the new CEO and the CFO, minor updates to the section on performance measures and approach to target setting in order to increase clarity, and updates to reflect the current non-executive Directors' letters of appointment.

Key principles of our remuneration policy

Our committee took into account the UK Corporate Governance Code's six factors in Provision 40 in determining the remuneration policy. We believe the policy addresses these factors:

- **Clarity:** the structure of remuneration is designed to support our company strategy, aligning the interests of our executive directors with those of our shareholders.
- **Simplicity:** We operate a simple remuneration framework, comprising fixed pay, short- and long-term incentives. The use of both performance and restricted shares may add a little complexity, but this is appropriate and critical to our talent agenda for the markets in which we operate.
- **Proportionality:** remuneration is set at competitive levels to ensure our ability to attract and retain premium talent. There is a direct link between the success of the strategy and the value received by executive directors.
- **Alignment to culture:** the remuneration approach supports our strategy objectives and reflects the diversity of our business. The structure of the package, and benefits in particular, reflects local practices and employment conditions in the countries in which executive directors are based and/or recruited from.
- **Predictability:** a significant proportion of executive directors' remuneration should be performance based. The policy sets out the possible future value of remuneration executive directors can receive.
- **Risk:** the package is appropriately balanced between the achievement of short-term and longer-term objectives and does not reward poor performance or encourage inappropriate risk-taking.

Executive directors' remuneration policy table

	Purpose and link to strategy	How we assess performance	Maximum opportunity
Base salary	To recruit and reward executive directors of a suitable calibre for the role and duties required	Normally reviewed annually by committee, taking account of company and individual performance, changes in responsibility and levels of increase for the broader employee population. Reference is also made to market levels in companies of similar size and complexity. We consider the impact of any base salary increase on the total remuneration package. Salaries (and other elements of the remuneration package) may be paid in different currencies as appropriate to reflect the geographic location.	There is no prescribed maximum salary or annual increase. However, increases will generally be guided by increases for the broader employee population. Increases above this level may be made in specific situations to recognise development in the role, changes responsibility, material changes to the business or exceptional company performance.
Benefits and pension	To provide market competitive benefits	Benefits for executive directors will typically reflect their country of residence. Where an executive director receives an expatriate package, additional cash benefits may be provided. Expatriate benefits may include housing allowance, education allowance and home leave tickets. Car allowances, life and medical insurance may also be provided. Statutory benefits as required under local law of the host country will also be paid. Pensions may be provided where this is in line with the workforce provision and statutory requirements in the executive's home location. We may also equalise for double taxation between the required work location and the executive's country of residence, if required.	Maximum values are determined by reference to market practice, avoiding paying more than is necessary. Where pension is offered, this will be in line with statutory requirements in the executive's home location and in line with the wider workforce for that location.

Directors' Remuneration Report continued

Part 2 continued

	Purpose and link to strategy	How we assess performance	Maximum opportunity
Bonus plan	To incentivise and reward annual performance achievements. To also provide sustained alignment with shareholders through a component deferred in shares	Awards are based on annual performance against a scorecard of metrics aligned with our strategy, KPIs and other yearly goals. Financial measures have the highest weighting. Performance against strategic financial and non-financial objectives may also be used but will not normally account for more than 20% of the total. The policy gives the committee the authority to select suitable performance metrics aligned to our strategy and shareholders' interests, and to assess the performance outcome. One third of any bonus is normally delivered in shares deferred for a further two years. Any dividend equivalents accruing on shares between the date when the awards were granted and when the awards vest will normally be delivered in shares. Malus and clawback provisions apply to both the cash and share-based element of awards for a period of two years from the date of payment (cash) or date of release (shares) if there is: • Misstatement of the company's accounts • An error in calculation performance • Gross misconduct resulting in dismissal • Material failure in risk management • Reputational damage • Material downturn in financial performance • Any other event or events that the committee considers to be both exceptional and sufficiently adverse to the interests of the company	The maximum annual bonus is 200% of base salary for the CEO, and 175% for other executive directors. The committee will use its discretion within these limits to consider the maximum bonus opportunity each year, taking account of market development opportunities, specific events and role expansion. Threshold performance results in a payment of 30% of maximum. Dividend or dividend equivalents may be earned on the deferred bonus component. **Change from previous policy:** Reduction in policy maximum from 200% to 175% of base salary for other executive directors.
Long-term incentive plan (LTIP)	To incentivise and reward the delivery of the company's strategic objectives and provide further alignment with shareholders through the use of shares	Awards may comprise performance shares (PSP) and/or restricted stock units (RSUs). Individuals are considered each year for an award of shares that normally vest after three years to the extent that any performance conditions are met and in line with the terms of the shareholder-approved plan. PSP awards are made subject to continued employment and the satisfaction of stretching performance conditions normally measured over three years set by the committee before each grant. The committee will have discretion to change the metrics and weighting from year to year. Major shareholders will normally be consulted before any significant changes. Awards of RSUs depend on continued employment and a financial underpin set by the committee before each grant. The LTIP vesting outcome can be reduced, if necessary, to reflect the underlying or general performance of Airtel Africa. A two-year post-vesting holding period also normally applies to LTIP awards that vest (net of tax) after the adoption of this policy. Any dividend equivalents will normally be delivered at the end of the vesting period in shares based on the proportion of the award that vests. Malus and clawback provisions apply to awards made for three years from the date on which the award vest when there has been: • A misstatement of the company's accounts • An error in calculating performance • Gross misconduct resulting in dismissal • Material failure in risk management • Reputational damage • Material downturn in financial performance • Any other event or events that the committee considers to be both exceptional and sufficiently adverse to the interests of the company	The maximum annual grant limit is 300% of base salary (face value of shares at grant) for the CEO and 250% of base salary for other executive directors. No more than 50% of base salary may be granted as RSUs to any one person in a single year. A maximum of 25% of the PSP award is available for threshold performance, rising to 100% of the grant for performance at the stretch level. In accordance with the LTIP plan rules, dividend or dividend equivalents may be earned on vested shares. **Change from previous policy:** Increase in LTIP award level from 200% of base salary to 300% of base salary for the CEO and to 250% of base salary for other executive directors. New cap on RSU award level of 50% of base salary.

Part 2 continued

	Purpose and link to strategy	How we assess performance	Maximum opportunity
One-off award for exceptional strategic initiatives	To incentivise, in exceptional circumstances, the achievement of strategic initiatives	An award of cash or equity linked to the achievement of an exceptional strategic initiative. Awards would be subject to performance measures linked to the strategic initiative. The performance period would be aligned to the achievement of the strategic initiative, or a specific milestone. Malus and clawback provisions apply to awards made for three years from the date on which the award vest when there has been: • A misstatement of the company's accounts • An error in calculating performance • Gross misconduct resulting in dismissal • Material failure in risk management • Reputational damage • Material downturn in financial performance • Any other event or events that the committee considers to be both exceptional and sufficiently adverse to the interests of the company.	Maximum annual award level of 100% of base salary (face value of equity award at grant, or maximum value of cash award). Where a threshold target is set, the minimum amount payable would normally be 25% of the award. **Change from previous policy:** New element of remuneration.
Share ownership policy	To further align the interests of executive directors with those of shareholders	**In-employment** The CEO is expected to build up and retain shares worth 250% of base salary within five years of being appointed to the Board. Other executive directors are expected to build up and retain shares worth 200% of base salary within the same timescale. **Post-employment** Executive directors are required to retain shares equal in value to the lower of their holding on the date of cessation or 50% of their in-employment requirement for two years. Only shares acquired from LTIP and deferred bonus awards granted after their appointment to the Board will count towards this requirement.	Not applicable

Discretion in operating the incentive plans

To make sure these plans are operated and administered efficiently, the committee has discretion in relation to a number of areas. Consistent with the marketplace, these include (but are not limited to):

- Selecting the participants
- The timing of grant and/or payment
- The size of grants and /or payments (within the limits set out in the policy table)
- The extent and timing of vesting based on the assessment of performance
- Determining a 'good leaver' and, where relevant, the extent of vesting for share-based plans
- Treatment in exceptional circumstances such as change of control, when the committee would act in the best interests of our business and its shareholders
- Making the adjustments required in certain circumstances (such as right issues, corporate restructuring, variation of capital and special dividends)
- The form of settlement of awards in accordance with the discretions set out in the plan rules
- The annual review of performance measures, weightings and targets for the discretionary incentive plans from year to year
- The interpretation and operation of requirements related to the holding of shares in Airtel Africa

The committee has the right to amend or substitute any performance conditions if something occurs that would stop the condition from achieving its original purpose. Any amended condition would not be materially easier to satisfy in the circumstances.

Choice of performance measures and approach to target setting

Targets for each year's annual incentive and long-term incentive award are determined by the committee, and, if relevant, any one-off award for exceptional strategic initiatives, taking a range of factors into account. Financial goals include the annual budget, the relevant three-year strategic plan, analysts' consensus factors, wider economic facts and affordability for the business. Non-financial goals reflect the priorities of our business and responsibilities of the role.

The annual bonus is based on performance against a stretching combination of financial and non-financial performance measures aligned with our KPIs and operational goals for the year. As such, they typically include measures of revenue, profitability and cash flow, which reflect our focus on profitable growth, cash generation and satisfying our debt and other capital commitments. Executive directors and members of our senior management team are also assessed on personal objectives, as agreed by our committee at the start of each year. The committee reviews and adapts the objectives each year as appropriate to reflect the priorities for the business in the year ahead.

The committee sets a sliding scale of targets for each financial measure to encourage continuous improvement and to stretch performance. The policy gives the committee the authority to select suitable performance metrics aligned to our strategy and shareholder interest.

Part 2 continued

The performance conditions for the PSP and the underpin for the RSUs are based on measures which are key indicators of our growth, financial health and are aligned with our shareholders' interests. The committee sets a sliding scale of challenging performance targets for each measure for the PSP – for more on these targets, see page 158. The committee reviews the choice of performance measures and the appropriateness of the performance targets and TSR peer group, when relevant, before each PSP grant. While different performance measures and/or weightings may be applied for awards in different years, the committee will consult with major shareholders before making any significant changes.

The performance conditions for any one-off awards for strategic initiatives would be linked to the successful delivery of the strategic initiative and the creation of value for Airtel Africa shareholders. The performance targets would be tailored to the specific strategic objective, but would be set so that: (a) the maximum award would be only payable for achieving a stretching level of performance, and (b) the delivery of a "target" level of performance would result in around 50% of the maximum award becoming payable.

Legacy arrangements

Airtel Africa has the authority to honour any commitments entered into with current or former directors before this policy is approved or before their appointment to the Board. Details of any such payments will be set out in the remuneration report for the relevant year.

Executive directors' existing service contracts

Our executive directors can enter into agreements with a fixed or indefinite term that may be terminated by either party on three months' written notice. At the committee's discretion, we may make a payment in lieu of notice – this is calculated relative to base salary and benefits only, paid on a phased basis and subject to mitigation.

Entitlement to both annual bonus and LTIP awards will typically lapse on cessation. In good leaver circumstances pro-rata bonuses may be paid and LTIP awards may vest in line with our policy and the plan rules. If a director commits an act of gross misconduct or similar, they may be dismissed without notice and without further payment or compensation, except for sums accrued up to the leaving date.

Name of director	Date of service contract	Unexpired term*
Segun Ogunsanya	1 October 2021	10 years
Jaideep Paul	1 June 2021	10 years

*As at date of service contract.

Approach to remuneration for the new executive directors

The remuneration package for a newly appointed executive director will be set in line with the remuneration policy in force at the time. Variable remuneration will be determined in the same way as for existing executive directors, and is subject to the maximum limits on variable pay referred to in the policy table on page 152.

The committee may also buy out any remuneration and contract features that an executive director may be giving up in order to become an executive director of Airtel Africa. Such buyouts would take into account the nature of awards forfeited and would reflect (as far as possible) performance conditions, the value foregone and the time over which they would have vested or been paid. Where shares are used, these awards may be made under the terms of the LTIP or under a separate arrangement as permitted under UK Listing Rules.

The committee may agree that certain relocation, legal, tax equalisation and other incidental expenses will be met as appropriate.

For an internal appointment, any legacy arrangements related to the previous role will be allowed to pay out as per their original terms unless they are bought out by the company, even if these are in conflict with the policy in place at the time.

Service contracts for new executive directors and policy on loss of office

Contracts for new executive directors will normally include up to six months' notice by either party. This table summarises how the main elements of pay will normally be treated..

	Good leaver	Other leavers	Dismissal for cause
Base salary	Payable for unexpired portion of notice period or settled by making a cash payment in lieu		Nil
Benefits and pension	Continues to be provided for unexpired portion of notice period or settled in cash		Nil
Annual bonus	Paid for period worked and subject to the normal performance conditions Paid following the relevant year end in cash	Normally lapse	Lapse
Deferred bonus awards	Typically vest on normal timetable without pro-rating for time	Normally lapse	Lapse
Share-based awards	Typically vest according to normal schedule subject to performance conditions (if applicable) and usually pro-rated for time	Normally lapse	Lapse

The committee would try to mitigate any payments in lieu of notice by, for example, making payments in instalments that can be reduced or ended if the former director wants to begin alternative employment during the payment period. We will pay as necessary any statutory entitlements or sums to settle or compromise claims in connection with a termination (including, at the discretion of the committee, reimbursement for legal advice and provision of outplacement services).

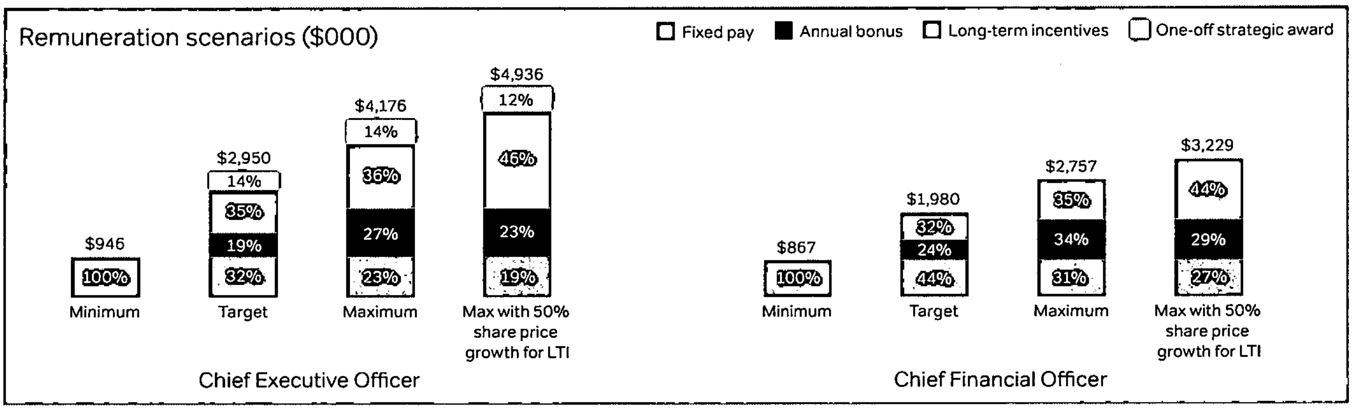
On a change of control of Airtel Africa, outstanding awards will normally vest early to the extent that the performance conditions have been satisfied. Awards would normally be reduced pro-rata to reflect the time between the grant date and the date of the corporate event.

If there is a demerger, special dividend or other event the committee thinks may affect the current or future value of shares, they may decide that awards will vest on the same basis as on a change of control. If there is an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company, unless the committee decides that awards should vest on the same basis on a change of control.

Part 2 continued

Remuneration scenarios at different performance levels

These charts illustrate the total potential remuneration for the CEO and CFO at three performance levels.



1 Assumptions: **Minimum** = fixed pay only (salary + benefits)
On-target = 50% vesting of maximum bonus, 75% for the one-off strategic award and 55% for PSP awards and 100% for RSUs
Maximum = 100% vesting of maximum bonus, one-off strategic award and LTIP awards

2 Salary levels (on which other elements of the package are calculated) are based on those applying on 1 April 2024 and incentive levels are based on the implementation levels for 2024/25.

3. Benefit values exclude the costs of business travel and accommodation.

4. To reflect the impact of a share price increase in Airtel Africa plc shares between award and vesting, the LTIP value in the maximum column has been increased by 50% in the share price growth column.

5. The Outgoing CEO has not been included in the above charts as his departure has been announced and he will not be in role for a full year. A description of the treatment of his remuneration on departure can be found later in this report.

Remuneration policy for non-executive directors

Element	Purpose and link to strategy	Operation	Maximum opportunity
Non-executive Board chair fees	To attract and retain high-calibre chairs with the necessary experience and skills. To provide fees that reflect the time commitment and responsibilities of the role.	The chair receives an annual fee, plus a fee for chairing the Nominations Committee. We may also pay fees reflecting additional time commitments or time required to travel to Board meetings. The chair may also be provided with a company car as long as he meets the full cost of this benefit out of his fee.	The committee reviews chairs' fee periodically. While there is no maximum fee level, we set fees by reference to market data for companies of similar size and complexity.
Other non-executive fees	To attract and retain high-calibre non-executive directors with the necessary experience and skills. To provide fees that reflect the time commitment and responsibilities of the role.	Non-executive directors are paid a basic fee. We may also pay additional fees to reflect extra responsibilities or time commitments, for example, for Board committee chairs, senior independent directors or designated non-executive directors, or time required to travel to Board meetings.	Non-executive directors' fees are reviewed periodically by the chair and executive directors. While there is no maximum fee level, fees are set by reference to market data for companies of similar size and complexity.

We may reimburse the reasonable expenses of directors that relate to their duties for Airtel Africa (including tax if applicable). We may also provide advice and assistance with directors' tax returns where these are affected by their duties on our behalf.

All non-executive directors have letters of appointment for an initial period of three years. In keeping with best practice, non-executive directors are subject to re-election each year at our AGM. The chair's appointment may be terminated be either party with six months' notice, and the appointments of the other non-executive directors may be terminated by either party with one month's notice. Either appointment can also be terminated at any time if the director is removed by resolution at an AGM or pursuant to the Articles.

Directors' letters of appointment are available for inspection during normal business hours at our registered office and also at our yearly AGM. A table setting out the unexpired terms of their contracts is set out below and is updated annually to be accurate at the financial year end of the current reporting year.

Director	Unexpired term	Will renew for 3-year term
Sunil Bharti Mittal	7 months 26 days	✓
Akhil Gupta	6 months 23 days	✓
Shravin Bharti Mittal	6 months 23 days	✓
Andy J Green	12 months	✓
Awuneba Ajumogobia	12 months	✓
John Danilovich	12 months	Retires 3 July 2024
Ravi Rajagopal	12 months 29 days	✓
Annika Poutiainen	12 months	✓
Tsega Gebreyes	6 months 12 days	✓

Shareholder context

The committee considers the views of shareholders when reviewing the remuneration of executive directors and other senior executives. We consult directly with major shareholders about any material changes to the policy and work with shareholders to understand any concerns. For example, the committee consulted with major shareholders on changes to this policy during the development of this proposed policy.

Directors' Remuneration Report continued

Part 2 continued

Broader employee context

The committee considers executive remuneration in the context of our wider employee population. Remuneration for executive directors is more weighted towards variable pay than for other employees so that more of their pay is conditional on the successful delivery of business strategy. Our aim is to create a clear link between the value created for shareholders and the remuneration of our executive directors.

Airtel engages with employees on a number of issues, including remuneration, in a variety of ways. For example, the designated non-executive director for employee engagement holds regular meetings with employees when he visits sites throughout the year, and Board members when they visit markets during any year hold engagement sessions with the workforce. Through these meetings and engagement, our board members inform employees on executive remuneration and receive feedback. This engagement approach is kept under review as we continually seek to improve the Board's dialogue with employees.

Part 3

Annual report on remuneration

This report has been prepared by the committee and approved by our Board. As stipulated by UK regulations, Deloitte LLP have independently audited these items:

- Executive directors' and non-executive directors' remuneration and associated footnotes on page 160
- The table of share awards granted to executive directors and associated footnotes on pages 164-165
- The statement of directors' shareholdings and share interests on page 163

2023/24 remuneration of directors (audited)

This table sets out the total remuneration for the executive directors for the year ended March 2024.

All amounts are in $'000		Base salary	Benefits[1]	Pension contribution[2]	Annual bonus	LTIP[3,4]	Other[5]	Total fixed	Total variable	Total
Segun Ogunsanya	**2023/24**	**$1,001**	**$435**	**$100**	**$1,276**	**$1,247**	**$1,885**	**$1,536**	**$4,408**	**$5,944**
	2022/23	$952	$322	$95	$1,064	–	–	$1,370	$1,064	$2,434
Jaideep Paul	**2023/24**	**$638**	**$192**	**–**	**$776**	**$674**	**–**	**$830**	**$1,451**	**$2,280**
	2022/23	$607	$157	–	$633	$830	–	$764	$1,463	$2,227

Notes

1 Segun Ogunsanya's benefits included ($'000) of: expatriate housing of $347, car benefit value of $73, and insurance costs of $16. Jaideep Paul's benefits included ($'000) of: expatriate housing of $89, car of $58, expatriate home leave tickets entitlement of $29 and insurance costs of $16.

2 Only Segun Ogunsanya receives a pension contribution of 10% of his salary – this is in in accordance with his legacy arrangements which reflect statutory requirements for employees in his home location of Nigeria.

3 For Segun Ogunsanya, the 2023/24 figure includes 580,474 PSU awards and 326,786 RSU awards which were granted on 28 June 2021 and will vest in 2024. For Jaideep Paul, the 2023/24 figure includes 308,212 PSU awards and 182,188 RSU awards which were granted on 28 June 2021 and will vest in 2024. The PSU awards were subject to a performance condition and the RSU awards were subject to a performance underpin, both of which had performance periods ending on 31 March 2024. The value of these awards has been estimated using the average price of Airtel Africa shares between 1 January 2024 and 31 March 2024 of GBP1.084 ($1.375). For 2023/24, the total value estimated attributable to share price appreciation is $231,000 for Segun Ogunsanya and $124,900 for Jaideep Paul.

4 The 2022/23 LTIP value for Jaideep Paul has been restated based on the share price of $1.392 on the vesting date of 30 October 2023 when 397,950 PSUs and 198,795 RSUs vested after application of the PSU performance condition and RSU underpin. The value in last year's report was estimated using an average share price.

5 Relates to the LTIPs vesting as a result of Segun Ogunsanya's treatment as a good leaver under the plan rules. The committee exercised its discretion to pro-rate awards for time and to test performance at 31 March 2024 based on an assessment of the performance condition in the context of the performance to-date and the outlook for future financial performance. As a result, 1,371,254 shares out of 2,164,266 shares under award are due to vest on 30 June 2024, i.e. 63.4%. The value of these awards has been estimated using the average price of Airtel Africa shares between 1 January 2024 and 31 March 2024 of GBP1.084 ($1.375).

Annual bonus

Annual bonus targets were set in the first quarter of the financial year and, as set out in the annual statement, were based on the annual operating plan. Financial performance is measured in constant currency as this provides the best measure of underlying performance for a company operating in multiple countries.

At the time of setting targets, the Nigerian naira had already started to depreciate significantly. As a result, to ensure that the bonus would operate as an effective incentive throughout the year, the committee fixed the exchange rate for the naira at NGN752 to 1 USD on 30th June 2023, which reflected a devaluation of 63% from the exchange rate of NGN461 to 1 USD on 31 March 2023. Since then, the naira continued to depreciate to NGN1,303 to 1 USD on 31 March 2024. Other exchange rates were fixed at 31 March 2023.

Part 3 continued

Airtel Africa delivered strong underlying performance during the year, growing its customer base and modernising its 4G network whilst successfully adapting to a turbulent economic period in its main markets. In constant currency, revenue growth was 21.1%, underlying EBITDA growth was 21.3% and operational cash flow growth was 34%, all of which either exceeded or came close to the stretch targets. As a result, the outgoing CEO's bonus outcome was 95.9% of maximum and the CFO's bonus outcome was 98.1% of maximum. However, as set out in the annual statement, the committee reviewed the overall performance of the company and exercised discretion to reduce the formulaic bonus outcomes of 85% of maximum for the outgoing CEO and 87% of maximun for the CFO. One third of the bonus for the CEO and the CFO will be deferred into shares for two years. The tables below set out the determination of the bonus outcome before the application of discretion.

2023/24 bonus outcomes (audited)

	Bonus performance measures				
	Net revenue	Underlying EBITDA	Operating free cash flow	Personal	Total
Weighted total	35%	35%	10%	20%	100%
Outcomes (weighted % of maximum)	35%	34.15%	10%		
Segun Ogunsanya (weighted % of maximum)				16.8%	95.9%
Jaideep Paul (weighted % of maximum)				19%	98.2%

Financial objectives

Financial performance was assessed against the underlying net revenue, underlying EBITDA and operating free cash flow (OFCF) ranges set for 2023/24.

All amounts are in $million	Weighting (%)	Threshold (30%)	Target (50%)	Maximum (100%)	Actual
Net revenue	35%	4,215.2	4,323.3	4,431.4	4,486.5
EBITDA	35%	2,365.5	2,444.5	2,521.8	2,518
OFCF	10%	1,540.5	1,619.5	1,696.8	1,780.7

All targets and achievements are in constant currency as at 31 March 2023 with the exception of the Nigerian niara at 1 USD : 752.19 NGN.

Personal objectives

Personal objectives for the executive directors during the year are as follows:

		Weighting (%)	Target	Performance achieved	Outcome (weighted % of maximum)
Segun Ogunsanya	ESG – Our People	10%	Proportion of female employees in senior management Threshold: 20.5% Target: 21.5% Maximum: 22.5%	22%	9%
	Compliance - internal audit score	10%	Threshold: 75 Target: 79 Maximum: 82	80.7	7.8%
Jaideep Paul	ESG – Our People	10%	Proportion of female employees in senior management Threshold: 20.5% Target: 21.5% Maximum: 22.5%	22%	9%
	Internal audit score for finance	10%	Threshold: 80 Target: 83 Maximum: 85	91.1	10%

All financial targets and achievements are in constant currency as at 31 March 2023 with the exception of the Nigerian naira at 1 USD : 752.19 NGN

Annual bonus awarded

The annual bonus outcome according to the targets set at the beginning of the year would have resulted in an annual bonus of $1,439.9k for the CEO and $876.1k for the CFO. Following a review of the performance of the company in light of the impact of the significant currency devaluations in our main market, a discretionary reduction of around 11% was applied to better align the incentive outcome with the shareholder experience, which resulted in the bonus amounts set out below.

Name	Awarded in cash	Awarded in shares	Total
Segun Ogunsanya	850.7	425.3	1,276.0
Jaideep Paul	517.6	258.8	776.4

Part 3 continued

Long-term incentive plan (LTIP) (audited)

LTIP awards granted in 2023/24

During the year, Segun Ogunsanya and Jaideep Paul were granted the following LTIP awards on 27 June 2023:

	Type of award	Maximum number of shares	Share price used to determine level of award[1]	Face value	Face value as a % of salary	Threshold vesting	End of the performance period
Segun Ogunsanya	2023 LTIP – PSU	1,065,621	$1.420	$1,513,182	150%	25%	31 March 2026
	2023 LTIP – RSU	355,207	$1.420	$504,394	50%	100%	31 March 2026
Jaideep Paul	2023 LTIP – PSU	452,646	$1.420	$642,758	100%	25%	31 March 2026
	2023 LTIP – RSU	181,058	$1.420	$257,102	40%	100%	31 March 2026

1 Average closing share price and FX rate for the three dealing days immediately prior to grant.

RSUs may not vest unless aggregate operating free cash flow is positive over the three financial years ending the year before the RSUs vest.

The performance conditions for the PSUs are based on three performance measures – net revenue growth (40%), underlying EBITDA margin (40%) and relative TSR (20%). Performance is measured over a three-year period, and this combination of measures helps to align the operation of the LTIP with shareholders' interests and our business strategy. Net revenue growth provides a key indicator of long-term growth achieved in the market. Underlying EBITDA margin is a key indicator of long-term growth in profitability from our operations. Relative TSR measures the total returns to our shareholders providing close alignment with shareholder interests. As set out in the annual statement, both net revenue growth and EBITDA margin are measured on a constant currency basis.

Airtel Africa operates only in Africa. We have three main competitors, none of whom disclose targets in their Annual Remuneration Reports. For competitive and commercial reasons, the Board does not believe it would be in the interests of our shareholders to disclose our net revenue and underlying EBITDA LTIP targets. The targets will be disclosed when they're no longer considered commercially sensitive. This will be no later than the year in which the awards vest. Our targets are based on the 2023/24 three-year plan and will require competitive market-leading growth in net revenue on a constant currency basis at target with more than 5% down and up to threshold and maximum. The underlying EBIT from an already high competitive base will be equally stretching, and both targets will be fully disclosed on vesting. On TSR against the MSCI Emerging Markets Communications Service Index, threshold will vest at the 50th percentile with the maximum at the 75th percentile.

Targets applying to the 2023 performance share plan (PSP) awards

Metric	Weighting	Threshold (25%)	Target (50%)	Maximum (100%)
Net revenue (CAGR %)	40%	Target minus more than 5%	Based on 3-year plan	Target plus more than 5%
Underlying EBITDA margin	40%	Commercially sensitive	Based on 3-year plan	Commercially sensitive
Relative total shareholder return against MSCI Emerging Markets Communications Service Index	20%	50th percentile	–	75th percentile

Deferred bonus awards

As disclosed in last year's remuneration report, awards were also granted in respect of the deferred bonus with respect to the 2022/23 financial year. Further information on these awards is set out in the table of share awards at the end of this report.

Airtel Money One-off Award

As disclosed in last year's remuneration report, the CFO received a one-off award linked to a successful IPO of Airtel Money. An award was not made to the current CEO as discussions had already started regarding his potential retirement at the intended date of grant. An award has been made to the new CEO on 1 April 2024 in anticipation of his appointment. The awards were structured as follows:

a) Awards were granted on 1 October 2023 to the CFO and on 1 April 2024 to the new CEO

b) Base value of awards was 75% of base salary - $482k for CFO and $570k for the new CEO

c) Performance target is to grow the share price of Airtel Money from the amount paid by external shareholders in March 2021 to the date of vesting with

i. 75% vesting for a threshold level of growth

ii. 100% vesting for a stretch level of growth

d) Vesting will occur on an IPO (if achieved within three years of grant) or on a sale of Airtel Money were this to take place prior to the third anniversary of grant

e) The awards will be settled in shares in Airtel Money based on the share price at date of vesting

f) The awards are subject to clawback and malus

g) Shares delivered on vesting of the awards are subject to a one-year post-vesting holding period for the CFO and a two-year post-vesting holding period for the new CEO

Part 3 continued

h) The awards were made under a plan adopted by Airtel Money rather than under the Airtel Africa LTIP as original envisaged however the terms are exactly the same as they would have been had they been granted under the Airtel Africa LTIP.

The details of the performance targets, in particular the underlying share price of Airtel Money at date of grant and the growth targets set are considered to be commercially sensitive and will be disclosed following vesting (or if the awards fail to vest).

Share awards vesting in relation to 2023/24

On 28 June 2021, the outgoing CEO and CFO were granted a RSU award of 326,786 and 182,188 shares, respectively, subject to an Operating Free Cash Flow performance underpin, and a PSP award over 735,268 and 390,402 shares, respectively, subject to performance measured to the end of 31 March 2024 against the following conditions:

All amounts are in US$million Metric		Weighting by tranche	Below threshold (0%)	Threshold (25%)	Target (50%)	Maximum (100%)	Actual	% achievement (of maximum)
2021 LTIP awards – PSP-financial	Net revenue CAGR	40%	<17.4%	17.4%	19.4%	21.4%	21.5%	100%
	Increase in Underlying EBITDA Margin	40%	<3.2%	3.2%	3.58%	3.93%	3.54%	47.4%
2021 LTIP awards – PSP-TSR	Relative TSR	20%	<Median	Median	n/a	Upper quartile	Above Upper quartile	100%

All targets and achievements are in constant currency.

The underpin for the RSU awards required aggregate Operating Free Cash Flow to be positive over the three-year performance period ending on 31 March 24. Over the three financial years, aggregate Operating Free Cash Flow was $5,358.2, which resulted in the underpin being satisfied.

As a result the following awards will vest:

		Type of award	Applicable performance conditions	Maximum number of shares	Number of shares vesting	Estimated value on vesting ($000s)[1]	Estimated value attributable to share price difference ($000s)[1]
Segun Ogunsanya	**2021 LTIP**	RSUs	Operating Free Cash Flow underpin	326,786	326,786	449	83
		PSUs	Net Revenue CAGR	294,107	294,107	404	75
		PSUs	Underlying EBITDA margin	294,107	139,313	192	35
		PSUs	Relative TSR against com-parator group (Vodacom, MTN and Safaricom)	147,054	147,054	202	37
Jaideep Paul	**2021 LTIP**	RSUs	Operating Free Cash Flow underpin	182,188	182,188	250	46
		PSUs	Net Revenue CAGR	156,161	156,161	215	40
		PSUs	Underlying EBITDA margin	156,161	73,971	102	19
		PSUs	Relative TSR against com-parator group (Vodacom, MTN and Sa-faricom)	78,080	78,080	107	20

1 The estimated value on vesting is the average price of Airtel Africa's shares in the period between 1 January 2024 to 31 March 2024: $1.375 (£1.084). The estimated value attributable to share price difference is the change from the share price on the date of grant of $1.12 (£0.80).

Share awards vesting in relation to Segun Ogunsanya's departure

As set out in the Annual Statement, Segun Ogunsanya will be treated as a good leaver under the share scheme rules. As a result, Segun Ogunsanya's outstanding deferred bonus awards, which total 386,021 shares, will vest in full on his departure. In addition, his outstanding LTIP awards, which comprise PSU and RSU awards, will be pro-rated and are subject to an assessment of the performance condition. Performance for the outstanding PSU and RSU awards was assessed in early FY2024/25 and the Committee assessed the performance of Airtel Africa over the elapsed performance period, for the Net Revenue and EBITDA margins, and the outlook for the business over the next 1 to 2 years. After making this assessment, the Committee made a further reduction of approximately 8% to reflect the uncertainty inherent in making a performance assessment before the end of the performance period. Furthermore, the 2023 LTIP awards were reduced pro-rata to reflect the time served in the period up to 30 June 2025, which is the date on which Segun Ogunsanya's relationship with Airtel is expected to end. The resulting RSU and PSU awards due to vest in FY24/25 are set out below:

Award	Shares under award	Reduction for performance assessment	Reduction for pro-rating	Awards due to vest in 2024/25	Percentage of award that will vest
PSU – 2022	514,688	135,787	0	378,901	74%
RSU – 2022	228,750	0	0	228,750	100%
PSU – 2023	1,065,621	281,136	258,873	525,612	49%
RSU – 2023	355,207	0	117,216	237,991	67%
Total	2,164,266	416,923	376,089	1,371,254	63%

These 1,371,254 shares due to vest in June 2024 have been included in the single figure table for FY 23/24 using the average price of Airtel Africa's shares in the period between 1 January 2024 to 31 March 2024 of $1.375 (£1.084), which results in an aggregate value of $1,884,954.

Directors' Remuneration Report continued

Part 3 continued

2023/24 remuneration of non-executive directors (audited)

This table lists the non-executive directors' remuneration in accordance with UK reporting regulations.

All amounts are in '000		NED fees[1]	Benefits (actual paid)	Total	As at 31 March 2024 $[2]
Sunil Bharti Mittal	2023/24	£300	N/A	£300	**$378**
	2022/23	£300	N/A	£300	**$378**
Awuneba Ajumogobia	2023/24	£85	N/A	£85	**$107**
	2022/23	£85	N/A	£85	**$107**
Douglas Baillie	2023/24	£53	N/A	£53	**$66**
	2022/23	£90	N/A	£90	**$113**
John Danilovich	2023/24	£80	N/A	£80	**$101**
	2022/23	£80	N/A	£80	**$101**
Andrew Green	2023/24	£90	N/A	£90	**$113**
	2022/23	£90	N/A	£90	**$113**
Akhil Gupta	2023/24	£70	N/A	£70	**$88**
	2022/23	£70	N/A	£70	**$88**
Shravin Bharti Mittal	2023/24	£70	N/A	£70	**$88**
	2022/23	£70	N/A	£70	**$88**
Annika Poutiainen	2023/24	£80	N/A	£80	**$101**
	2022/23	£80	N/A	£80	**$101**
Ravi Rajagopal	2023/24	£90	N/A	£90	**$113**
	2022/23	£90	N/A	£90	**$113**
Kelly Bayer Rosmarin[3]	2023/24	£41	N/A	£41	**$51**
	2022/23	£70	N/A	£70	**$88**
Tsega Gebreyes	2023/24	£84	N/A	£84	**$106**
	2022/23	£82	N/A	£82	**$103**

1 NED fees determined in pounds sterling.

2 Adjustable closing FX rate of GBP/USD on 31 March 2024 – £1 = $1.26. USD values for 2022/23 are restated using this FX rate to aid comparison.

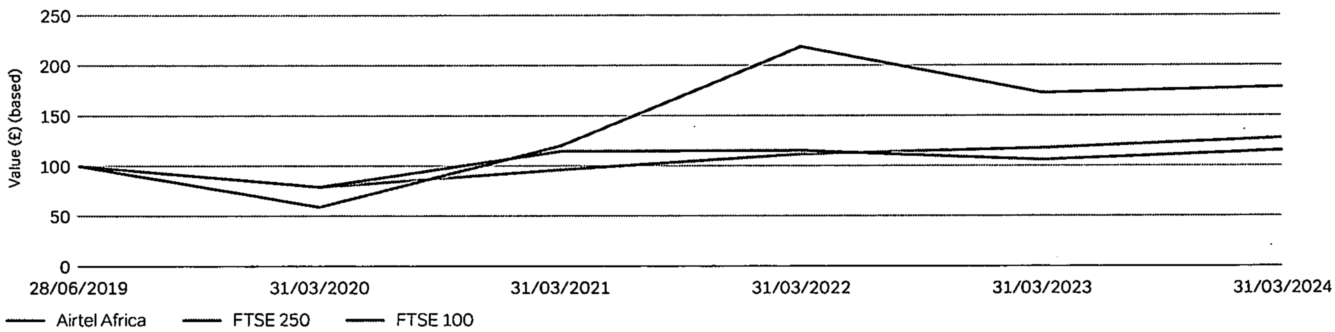
3 In line with Singtel Group Code of Conduct and Optus conflict of interest policies, Kelly Bayer Rosmarin's fees are paid directly to Singtel Group.

Part 3 continued

Our TSR performance from admission

The following graph sets out our comparative TSR relative to the FTSE 250 and FTSE 100 indices from 28 June 2019 (the date of our listing) to 31 March 2024, as required by UK reporting regulations. The FTSE 250 index was chosen as a broad equity market index of which we were a member from listing until early 2022. The FTSE 100 was chosen as the index of which we're now a member.

Total shareholder return



This graph shows the value on 31 March 2024 of £100 invested in Airtel Africa on the date of admission (28 June 2019), compared with the value of £100 invested in the FTSE 250 and FTSE 100 Indices over the same time period.

CEO remuneration from our listing (28 June 2019)

This table sets out the single figure for the total remuneration paid to the CEO, together with the annual bonus payout and the LTIP payout (both as a percentage of the maximum opportunity). Over time, the data in this table will show the CEO's remuneration over a ten-year period. FY2021/22 is split between the two people acting as CEO during this period.

	Raghunath Mandava			Segun Ogunsanya		
	2019/20[1]	2020/21[2]	**2021/22[3]**	2021/22[4]	2022/23	**2023/24[5]**
Total remuneration ($'000)	$3,140	$3,608	**$3,484**	$1,404	$2,434	$5,944
% of maximum bonus earned	60%	100%	**100%**	100%	74%	85%
% maximum LTI vested	76%	100%	**86%**	N/A	N/A	79%

1 From 28 June 2019 to 31 March 2020.

2 The 2020/21 single figure has been updated to reflect the value of the LTIP on vesting.

3 From 1 April 2021 to 30 September 2021. 2021/22 LTIP reflects the portion of outstanding LTIP awards which vested on cessation, after pro-rating.

4 From 1 October 2021 to 31 March 2022.

5 2023/4 single figure includes the vesting of the 2021 LTIP award and the vesting on cessation of the 2022 and 2023 LTIP awards.

CEO pay ratio

As the majority of our employees are based in Africa, with only eight in the UK, we're not required to publish a CEO pay ratio. Given the numbers of employees in the UK versus those overseas and the fact that the people in the UK are mainly involved in operating our head office, the ratio produced by comparing CEO remuneration with that of our UK employees is likely to be misleading. As such, we've decided not to publish this information. However, the Committee takes into account pay relativities, employee wellbeing when setting executive remuneration, and we aim to be an employer of choice with a diverse and inclusive work environment that continues to foster a culture of high performance, wellbeing, skills enhancement, and coaching.

Directors' Remuneration Report continued

Part 3 continued

Percentage change in remuneration of the directors and employees

This table shows the percentage movement in the salary, benefits and annual bonus for our directors between the current and previous financial year.

	Percentage change in remuneration elements from 2019/20 to 2020/21			Percentage change in remuneration elements from 2020/21 to 2021/22			Percentage change in remuneration elements from 2021/22 to 2022/23			**Percentage change in remuneration elements from 2022/23 to 2023/24**		
	Base salary/ fees	Benefits[1]	Bonus	Base salary/ fees	Benefits	Bonus	Base salary/ fees	Benefits	Bonus	**Base salary/ fees**	**Benefits**	**Bonus**
Segun Ogunsanya[2]	n/a	n/a	n/a	n/a	n/a	n/a	108%	50.5%	55.1%	**5%**	**35%**	**20%**
Jaideep Paul[3]	n/a	n/a	n/a	n/a	n/a	n/a	25%	-5%	-7%	**5%**	**22%**	**23%**
Sunil Bharti Mittal[4]	0%	0%	n/a	97%	0%	n/a	69%	-100%	n/a	**0%**	**n/a**	**n/a**
Awuneba Ajumogobia	3%	n/a	n/a	2%	n/a	n/a	0%	n/a	n/a	**0%**	**n/a**	**n/a**
Douglas Baillie[5]	0%	n/a	n/a	0%	n/a	n/a	0%	n/a	n/a	**-42%**	**n/a**	**n/a**
John Danilovich	0%	n/a	n/a	0%	n/a	n/a	0%	n/a	n/a	**0%**	**n/a**	**n/a**
Andrew Green	0%	n/a	n/a	0%	n/a	n/a	0%	n/a	n/a	**0%**	**n/a**	**n/a**
Akhil Gupta	0%	n/a	n/a	0%	n/a	n/a	0%	n/a	n/a	**0%**	**n/a**	**n/a**
Shravin Bharti Mittal	0%	n/a	n/a	0%	n/a	n/a	0%	n/a	n/a	**0%**	**n/a**	**n/a**
Annika Poutiainen	0%	n/a	n/a	0%	n/a	n/a	0%	n/a	n/a	**0%**	**n/a**	**n/a**
Ravi Rajagopal	0%	n/a	n/a	0%	n/a	n/a	0%	n/a	n/a	**0%**	**n/a**	**n/a**
Kelly Bayer Rosmarin[6]	n/a	n/a	n/a	133%	n/a	n/a	0%	n/a	n/a	**-42%**	**n/a**	**n/a**
Tsega Gebreyes[7]	n/a	n/a	n/a	n/a	n/a	n/a	164%	n/a	n/a	**3%**	**n/a**	**n/a**
Full-time employees[8,9]	5%	-8%	10%	6%	-7%	6%	7%	24%	12%	**7%**	**10%**	**7%**

1 The reduction in benefits reflects currency movements, changes to the applicable tax rates and also reflects a reduction in home leave expenses due to the global pandemic.

2 Joined the Board on 1 October 2021.

3 Joined the Board on 1 June 2021.

4 Fee increased from 1 November 2021.

5 Stepped down from the Board on 30 October 2023.

6 Joined the Board on 27 October 2020 and stepped down from the board on 31 October 2023.

7 Joined the Board on 12 October 2021.

8 Based on employees of the Group.

9 Provisional bonuses are used for year-on-year comparison.

Payments to past directors and payments for loss of office (audited)

No payments for loss of office were made during 2023/24. No payments to past directors were made in 2023/24 apart from those disclosed in previous remuneration reports. Segun Ogunsanya's leaving arrangements will be implemented in financial year 2024/25 and have been summarised in the annual statement. The vesting of his outstanding share awards has been summarised earlier in this report and included in his single figure for 2023/24. They will be disclosed again in this section in the FY2024/25 annual report once they have come into effect.

Relative importance of spend on pay

This table sets out, for the year ended 31 March 2024, the total cost of our employee remuneration and the total distributions to shareholders through dividends.

$million	2022/23	**2023/24**	% change
Dividends	$195	**$212**	8.7%
Overall remuneration expenditure	$287	**$301**	4.9%

Part 3 continued

Non-executive directors' remuneration

The table below summarises the fees payable to non-executive directors. During the year, our committee reviewed the Board fees. Following its review, the committee decided to increase fees in FY 24/25 as set out in the table below. In addition, it decided that the chair and members of the Sustainability Committee would become eligible for committee fees whereas previously only the chairs and members of the Audit and Remuneration Committees received these fees. In addition, the SID will also become eligible for additional committee fees when in the role of chair or member of a Committee.

Role	Annual fee[1] In FY 23/24	Annual fee[1] In FY 24/25	**As at 31 March 2024 $[2]**
Board chair fee	£300,000	£350,000	**$441,000**
Non-executive base fee	£70,000	£80,000	**$100,800**
Additional fees			
Committee chair fee	£20,000	£20,000	**$25,200**
Supplement for senior independent director	£20,000	£20,000	**$25,200**
Committee membership fee (one committee)	£10,000	£10,000	**$12,600**
Committee membership fee (two committees)	£15,000	£15,000	**$18,900**

1 NED fees determined in pound sterling.

2 Adjustable closing FX rate of GBP/USD on 31 March 2024 – £1 = $1.26.

Executive Director service contracts

The outgoing CEO and the CFO have entered into agreements which may be terminated by either party on six months' written notice in the case of Segun, and on three months' written notice in the case of the CFO.

Statement of directors' shareholdings and share interests (audited)

The beneficial and non-beneficial share interests of our directors and their connected persons in line with regulations, as at 31 March 2023 and 31 March 2024 (or on appointment or departure to the Board if different), are listed below.

Executive directors (audited)

Executive directors must build up and maintain a shareholding in Airtel Africa equivalent to 250% of their base salary within five years of being appointed to the Board. Under the proposed policy, the CFO will be required to build and maintain a shareholding of 200% of their salary over the same time period. While the executive director is building to this shareholding level, deferred bonus awards (net of expected taxes) that will apply on vesting will count towards this requirement. LTIP shares that have vested and that are within the two-year post-vesting holding period will also count on a net of tax basis.

To deal with unexpected circumstances, the committee has the discretion to make exceptions and allowances if it sees fit.

	Shareholding at 31 March 2023	**Shareholding at 31 March 2024**	Total shareholding as multiple of salary (%)	Maximum unvested LTIPs	Unvested awards subject to service condition	Unvested options	Vested but not exercised share options
Segun Ogunsanya	335,895	**7,416**	52%	3,226,320	386,021	0	705,632
Jaideep Paul	585,675	**1,451,988**	361%	1,607,106	283,541	0	751,086

Non-executive directors (audited)

	Shareholding at 31 March 2023	**Shareholding at 31 March 2024**
Sunil Bharti Mittal[1]	–	**–**
Awuneba Ajumogobia	–	**–**
Douglas Baillie	20,000	**20,000**
John Danilovich	548,000	**548,000**
Andrew Green	–	**–**
Akhil Gupta	–	**–**
Shravin Bharti Mittal[1,2]	0	**0**
Annika Poutiainen	30,000	**30,000**
Ravi Rajagopal	122,250	**122,250**
Kelly Bayer Rosmarin	–	**–**
Tsega Gebreyes	–	**–**

1 Sunil Bharti Mittal and Shravin Bharti Mittal do not have any direct shareholding in the company. Airtel Africa is an indirect subsidiary of Bharti Airtel, a listed company in India. Sunil Bharti Mittal and Shravin Bharti Mittal are members of the Bharti Mittal family group which has an indirect shareholding in Bharti Airtel. Indian Continent Investment and Bharti Global are held ultimately by the Bharti Mittal family group. Each of Bharti Airtel and Indian Continent Investment hold voting rights in Airtel Africa as set out on page 167 (major shareholders). The 2023 number has been corrected from that disclosed in last year's report.

2 Shares held by Bharti Global, a connected person of Shravin Bharti Mittal for the purposes of this disclosure.

There has been no change in the interests of the directors and their connected persons between 31 March 2023 and the date of this report.

Directors' Remuneration Report continued

Part 3 continued

Committee governance

The Remuneration Committee is a formal committee of the Board. Its remit is set out in terms of reference available on our website: www.airtel.africa. The committee reviews its performance against these terms each year and is satisfied that it has acted in line with the terms of reference during the year.

Committee composition

Members throughout the year	Member since	Meeting attendance (6 meetings in the year)
Tsega Gebreyes, Chair	October 2021	6 (6)
John Danilovich	April 2019	6 (6)
Awuneba Ajumogobia	April 2019	6 (6)
Douglas Baillie (stepped down during the year)	April 2019	3 (3)

Other regular attendees

- Chief Executive Officer
- Group Head of HR
- Company Secretary
- External remuneration consultants

The committee is authorised to seek information from any director and employee and to obtain external advice. The committee is solely responsible for the appointment of external remuneration advisors and for the approval of their fees and other terms. The committee recognises and manages conflicts of interest when receiving views from executive directors and other attendees, and no director or other attendee takes part in any discussion about his or her personal remuneration.

In the year, Alvarez and Marsal (A&M) provided remuneration advice and benchmarking data to the committee. A&M were appointed in light of the experience and expertise of their team in remuneration advisory work – and are expected to provide independent advice. A&M does not undertake any other work for Airtel Africa and has no connection to the Board or any director. A&M have signed the Code of Conduct of the Remuneration Consultants Group requiring the advice they provide to be objective and impartial. As set out in the annual statement, the advice received from A&M is reviewed as part of the annual Board effectiveness review and the Committee is satisfied that the advice received was objective and independent. Total fees paid to A&M for the year in review were £243,454 (excluding VAT) charged on a time and materials basis.

Sums paid to third parties for directors' services

No sums were paid or received by third parties for the services of any director of Airtel Africa while acting as a director of the company or of any our subsidiaries, or as a director of any other undertaking by our nomination, or otherwise in connection with the management of our company or any undertaking during the year to 31 March 2024.

Share awards held by the executive directors (audited)

Segun Ogunsanya

Type of award	Maximum unvested awards held on 31 March 2023	Awards granted during year	Vested in year	Lapsed	**Maximum unvested awards held as at 31 March 2024**	Date of grant	Exercise price	Vesting date
Replacement award – tranche 2[1]	330,280	Nil	330,280	Nil	**Nil**	28-Jun-21	Nil	28-Jun-23
2021 LTIP – PSU	735,268	Nil	Nil	Nil	**735,268**	28-Jun-21	Nil	28-Jun-24
2021 LTIP – RSU	326,786	Nil	Nil	Nil	**326,786**	28-Jun-21	Nil	28-Jun-24
2022 LTIP – PSU	514,688	Nil	Nil	Nil	**514,688**	28-Jun-22	Nil	28-Jun-25
2022 LTIP – RSU	228,750	Nil	Nil	Nil	**228,750**	28-Jun-22	Nil	28-Jun-25
2022 Deferred bonus	136,161	Nil	Nil	Nil	**136,161**	28-Jun-22	Nil	28-Jun-24
2023 LTIP – PSU	Nil	1,065,621	Nil	Nil	**1,065,621**	27-Jun-23	Nil	27-Jun-26
2023 LTIP – RSU	Nil	355,207	Nil	Nil	**355,207**	27-Jun-23	Nil	27-Jun-26
2023 Deferred Bonus[2]	Nil	249,860	Nil	Nil	**249,860**	27-Jun-23	Nil	27-Jun-25

1 Buyout of a previous cash-based incentive which was granted as an award of restricted shares with the same expected value as the fair value foregone, with vesting in two equal tranches in June 2022 and 2023.

2 Deferred bonus award with a face value of $354,801 awarded in relation to the annual bonus for 2022/23. The award vests after 2 years and is subject to malus and clawback. The share price used to determine the award was based on the average closing share price and FX rate for the three dealing days immediately prior to grant of $1.42.

Part 3 continued

Jaideep Paul

Type of award	Maximum unvested awards held on 31 March 2023	Awards granted during year	Vested in year	Lapsed	**Maximum unvested awards held as at 31 March 2024**	Date of grant	Exercise price	Vesting date
2020 LTIP – PSP	397,590	Nil	397,590	Nil	**Nil**	30-Oct-20	Nil	30-Oct-23
2020 LTIP – RSU	198,795	Nil	198,795	Nil	**Nil**	30-Oct-20	Nil	30-Oct-23
2021 LTIP – PSP	390,402	Nil	Nil	Nil	**390,402**	28-Jun-21	Nil	28-Jun-24
2021 LTIP – RSU	182,188	Nil	Nil	Nil	**182,188**	28-Jun-21	Nil	28-Jun-24
2022 LTIP – PSU	273,281	Nil	Nil	Nil	**273,281**	28-Jun-22	Nil	28-Jun-25
2022 LTIP – RSU	127,531	Nil	Nil	Nil	**127,531**	28-Jun-22	Nil	28-Jun-25
2022 Deferred bonus	134,954	Nil	Nil	Nil	**134,954**	28-Jun-22	Nil	28-Jun-24
One-off Share award[1]	240,964	Nil	240,964	Nil	**Nil**	30-Oct-20	Nil	30-Oct-23
2023 LTIP – PSU	Nil	452,646	Nil	Nil	**452,646**	27-Jun-23	Nil	27-Jun-26
2023 LTIP – RSU	Nil	181,058	Nil	Nil	**181,058**	27-Jun-23	Nil	27-Jun-26
2023 Deferred Bonus[2]	Nil	148,587	Nil	Nil	**148,587**	27-Jun-23	Nil	27-Jun-25

1 As the award does not have any performance conditions, it is not included in the single figure of remuneration, in accordance with the regulations.

2 Deferred bonus award with a face value of $210,994 awarded in relation to the annual bonus for 2022/23. The award vests after 2 years and is subject to malus and clawback. The share price used to determine the award was based on the average closing share price and FX rate for the three dealing days immediately prior to grant of $1.42.

Airtel Africa share price

The closing price of an ordinary share on the London Stock Exchange on 28 March 2024 (the last trading day in the financial year) was 105.8p, with the range between 1 April 2023 and 31 March 2024 being 90.7p to 133.7p.

Statement on voting at the 2023 Annual General Meeting (unaudited)

At our 4 July 2023 AGM, votes cast on the directors' remuneration report and directors' remuneration policy were as follows:

	Percentage of votes cast		Number of votes cast		
	For	Against	For	Against	Withheld
Directors' remuneration report	**97.07%**	**2.93%**	**3,195,039,300**	**96,383,217**	**137,269,959**
Directors' remuneration policy	90.84%	9.16%	2,991,605,194	301,651,563	135,435,718

On behalf of the Board

Tsega Gebreyes
Chair, Remuneration Committee

8 May 2024

Directors' report

About this report

The directors of Airtel Africa present this report together with the audited consolidated financial statements for the year ended 31 March 2024.

This report has been prepared in accordance with the requirements outlined in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. It forms part of our management report as required under Disclosure Guidance and Transparency Rule (DTR) 4. Certain information that fulfils the requirements of the directors' report can be found elsewhere in this document and is referred to below. This information is incorporated into this directors' report by reference.

The directors' report comprises pages 84-165 of the governance report and this report on pages 166-170. Other relevant information that is incorporated by reference can be found in the strategic report:

- Financial performance on pages 48-55
- Business environment on pages 34-47
- Outlook and financial management strategies, including important events affecting the company since the year end (with subsidiary undertakings included in consolidated statements) on pages 1-80 and in note 33 on page 232
- The principal risks and risk management framework on pages 75-79
- Our engagement with suppliers, customers and others on pages 120

Other relevant information (required by Listing Rule 9.8.4R) is incorporated by reference to the directors' report and appears in the Annual Report as follows:

Information	Page
Details of our long-term share plans	152
Details of where a shareholder has agreed to waive future dividends: The ongoing waiver of our Employee Benefit Trust (EBT) and dividends payable on shares held in trust for use under our employee share plans	167
Relationship agreement	168
Climate-related financial disclosures (LR 9.8.6R)	63-70

This section contains matters not covered elsewhere on which the directors are required to report each year.

Profit and dividends

Statutory (loss)/profit for Airtel Africa after tax for 2023/24 was ($89m) (2022/23: $750m), and company profit after tax for 2023/24 was $219m (2022/23: $229m). Details of our dividend distribution during the year are set out on page 218 – see note 26.1 to the consolidated financial statements.

Subject to the approval of our shareholders, the directors have recommended a final dividend for the financial year ended 31 March 2024 of 3.57 cents per ordinary share, which will be paid out of distributable reserves. You can find more about the dividend, including key dates on our website at www.airtel.africa. On 30 October 2023, the Board declared an interim dividend of 2.38 cents per ordinary share, in line with our progressive dividend policy. This was paid on 15 December 2023 to shareholders who were on the UK and Nigerian share registers on 10 November 2023.

Directors

The names of our current directors, along with their biographical details, are set out on pages 88-91 and are incorporated into this report by reference. Directors serving during the year are listed on page 105.

Details of directors' interests in our share capital are in our remuneration report on page 163.

Our Articles of Association govern the appointment, removal and replacement of our directors and explain the powers given to them.

Avoiding conflicts of interest

The Board regularly reviews each director's interests outside Airtel Africa and considers how the chair ensures he is applying objective judgement in his role, as required by the UK Corporate Governance Code. To help directors avoid conflicts (or possible conflicts) of interest, the Board must first give clearance to any potential conflicts, including directorships or other interests in outside companies and organisations. This is recorded in a statutory register kept for this purpose.

If a director considers they are, or might be, interested in any contract or arrangement in which the company is or may be involved, they must give notice to the Board in line with the Companies Act 2006 and our Articles of Association. In this instance, unless allowed by the articles, the director cannot take part in any discussions or decisions about the contract or arrangement.

Articles of Association

The Articles of Association can be amended in line with the Companies Act 2006 through a special shareholder resolution. The information below sets out the provisions in the Articles of Association in place at the date of this report.

Share capital and control

We have one class of shares:

- **Ordinary shares of $0.50** – each carries the right to one vote at our general meetings and other rights and obligations as set out below.

Following the conclusion of our AGM, Airtel Africa intends to apply its authority to purchase all deferred shares from their holders before proceeding to cancel the shares.

Details of our share capital movement during the year are set out in the consolidated statement of changes in equity on page 217.

Capital reduction and creation of distributable reserves

We continue to simplify our capital structure. The Board has made significant progress in recent years in reducing leverage and strengthening our balance sheet.

At our July 2023 AGM, shareholders approved a capital reduction. This created additional distributable reserves that the company can use to facilitate returns to shareholders, whether as dividends, distributions or share buy-backs.

After this capital reduction, Airtel Africa share capital is 3,758,151,504 ordinary shares of USD $0.50 nominal value each, carrying one vote each. There are no shares held in treasury.

Share buy-back

Given the levels of cash accretion and reduced leverage, and in view of our consistently strong operating cash generation, in March 2024 the Board launched a programme to buy back up to $100m of shares over a 12-month period. The Board believes that the buy-back will complement the existing dividend policy (growing mid to high single digits), reflecting the success of the strategy of cash accretion and reducing debt at the HoldCo level.

The Board believes this is an attractive use of capital in light of our long-term growth outlook. The programme uses the Group's own cash reserves and is in line with applicable securities laws and regulation.

Details of our share capital movement during the year are set out in the consolidated statement of changes in equity on page 217.

Rights of members

There are no restrictions on the size of a holding, the exercise of voting rights, or the transfer of shares. The directors are not aware of any agreements between shareholders that might restrict the transfer of shares or voting rights.

Share plans and rights under the employee share scheme

We operate an EBT for some employee share plans. The trustees of the EBT have all rights attached to Airtel Africa shares unless specifically restricted in the plan's governing document. Under these plans, we can satisfy entitlements by acquiring existing shares or issuing new shares. Existing shares are held in the trust. The trustee purchases shares in the open market as required to enable us to issue shares to satisfy awards that vest. The trustee does not register votes in respect of these shares at our AGMs and has waived the right to receive any dividends. At 31 March 2024, the EBT held 7,088,488 ordinary Airtel Africa shares. During the year, the EBT transferred 1,638,525 shares to satisfy the vesting of awards under our share-based incentive plans.

Purchase of own shares

The articles do not prevent Airtel Africa from purchasing its own shares. No one person has any rights of control over our share capital and all issued shares are fully paid.

Major shareholders

Major shareholders have the same voting rights as other shareholders. We publish information given to us by substantial shareholders through the regulatory information service and on our website www.airtel.africa, in line with the FCA's Disclosure Guidance and Transparency Rules (DTR). At 31 March 2024, we had been notified, in keeping with Rule 5, of the following holdings of ordinary share voting rights[2]:

Shareholder	Number of voting rights	% of capital[1]
Airtel Africa Mauritius Limited	2,105,108,805	56.12
Indian Continent Investment Limited	567,665,566	15.13
Warburg Pincus LLC	145,212,068	3.87
Qatar Holding LLC	134,726,964	3.59

1 % interest in voting rights attaching to issued shares.

2 The company has not received any notifications in accordance with DTR5 from 1 April 2024 to the date of this report.

Significant agreements (change of control)

Airtel Africa's borrowing and bank facilities contain the usual provisions which could potentially lead to prepayment and cancellation by the other party if there's a change of company control. There are no other significant contracts or agreements that would take effect, change or come to an end on a change of control following a takeover bid. All our share plans contain provisions for a change of control as summarised in the directors' remuneration report on page 153.

We do not have agreements with any director or employee that would compensate for loss of office or employment resulting from a takeover bid.

Airtel Mobile Commerce BV (AMC BV)

AMC BV, a wholly owned subsidiary of Airtel Africa, is currently the holding company for several of Airtel Africa's mobile money operations. It is intended to own and operate the mobile money businesses across all Airtel Africa's 14 operating countries once the inclusion of the remaining mobile money operations under AMC BV is completed.

Airtel Africa plc has sold minority equity stakes in AMC BV to four investors.

Directors' report continued

Airtel Money Investments at a glance

1

1st Investment Agreement signed with **The Rise Fund II Aurora SARL** on 17 March 2021 ($200m)

1st Completion conditions precedent met on 30 July 2021

2

2nd Investment Agreement signed with **Mastercard Asia/Pacific Pte Ltd** on 31 March 2021 ($100m)

1st Completion conditions precedent met on 30 July 2021

3

3rd Investment Agreement signed with **Qatar Holdings LLC** on 30 July 2021 ($200m)

1st Completion conditions precedent met on 19 August 2021

4

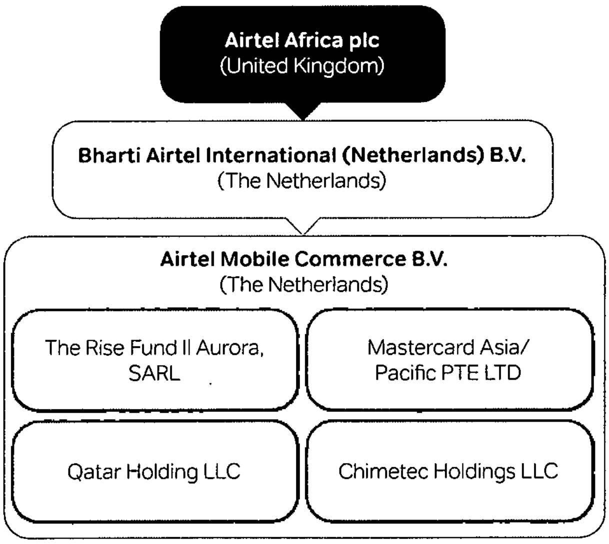
2nd Completion conditions precedent met in November 2021

5

4th Invesment Agreement signed with **Chimetec Holdings LLC** on 15 December 2021 ($50m)

Airtel Africa aims to explore the potential listing of the mobile money business within four years of the announcement to do so made in March 2021. Under the terms of the transaction with the four minority stakeholders, the minority investors have the option to sell their shares in AMC BV to Airtel Africa or its affiliates in very limited circumstances: if there's no Initial Public Offering of shares in AMC BV within four years of first close, or if there are changes of control without prior approval. This sale would be made to provide liquidity to the minority investors and would be at fair market value, determined by a mutually agreed merchant bank using an agreed internationally accepted valuation methodology. The option is subject to a minimum price equal to the consideration paid by the investors for their investment (less the value of all distributions and any proceeds of sale of the shares, and with no time value of money or minimum built in) and a maximum number of shares in AMC BV.

Ownership of Airtel Mobile Commerce BV



This represents desired shareholding structure on the basis that all restructuring is completed successfully by final closing date.

However, actual shareholding may differ on account of closing adjustments and completion of ongoing restructuring activities.

Relationship agreement

In accordance with the Listing Rules, Airtel Africa entered into a relationship agreement with Bharti Airtel, Airtel Africa Mauritius Limited (AAML), our majority shareholder and an indirect subsidiary of Bharti Airtel, and Bharti Telecom on 17 June 2019. This agreement regulates the ongoing relationship and ensures that transactions and arrangements between parties are conducted at arm's length and on normal commercial terms. It also contains the independence undertakings and provisions required by the Listing Rules. During the financial year, Airtel Africa has complied with the terms and provisions of the relationship agreement.

Board and meeting participation

As long as Bharti Airtel and/or AAML are a controlling shareholder, Board meetings and certain committee meetings must include a non-executive director nominated by Bharti and/or AAML (subject to certain exemptions) to be valid (quorate). Each Board and committee meeting must include three directors including two independent directors to be valid.

As long as Bharti Airtel and/or AAML and their associates hold (directly or indirectly) ordinary shares in Airtel Africa, they are entitled to appoint non-executive directors to the Board as follows:

- One non-executive director for 10% or more interest in the ordinary shares
- Two non-executive directors for 15% or more interest in the ordinary shares

For every 10% or more interest (directly or indirectly) in the ordinary shares above 15% in aggregate, Bharti Airtel and/or AAML can nominate one additional non-executive director to the Board, up to a maximum of four directors. Independent non-executive directors must form the majority of the Board.

Similarly, as long as Bharti Airtel and/or AAML and Bharti Telecom and their associates have a 10% or more interest in Airtel Africa ordinary shares, each can appoint one observer (who must be a director) to attend meetings of the Audit and Risk Committee and Remuneration Committee. This observer can attend and speak at meetings but does not count towards quorum or have a right to vote. As such, Akhil Gupta attends the Audit and Risk Committee meetings, and Shravin Bharti Mittal attends the Remuneration Committee meetings.

Other provisions

The agreement provides that Airtel Africa will not make any market purchases that would cause Bharti or Bharti Telecom to have to make a mandatory offer under Rule 9 of the Takeover Code, unless Airtel Africa has the necessary consents and waivers to prevent a mandatory offer obligation.

Amendments can only be made to this relationship agreement in writing and with the recommendation of a majority of the independent directors. The relationship agreement will come to an end upon the earlier of:

1. Ordinary shares of Airtel Africa no longer being listed on the premium listing segment and traded on the London Stock Exchange (LSE)
2. Bharti Airtel, AAML and Bharti Telecom, together with their associates, ceasing to be interested (directly or indirectly in aggregate) in at least 10% of issued ordinary shares

The relationship agreement will terminate upon the shares ceasing to be listed on the LSE's main market or the principal shareholders and their associates ceasing to hold at least 10% of the issued shares.

We believe that the terms of this relationship agreement enable Airtel Africa to carry out its business independently of Bharti Airtel, AAML and Bharti Telecom.

Services agreement

Bharti Airtel Limited (BAL) provides services to Airtel Africa and its subsidiaries including Bharti Airtel International (Netherlands) B.V. (BAIN) under a services agreement.

In October 2023, Airtel Africa announced that it had renewed the services agreements through which BAL (itself or through its affiliates) provides services to the company and its subsidiaries relating to finance, operations and corporate head office functions. The services agreements and related arrangements were described in Airtel Africa's prospectus published for listing in June 2019.

For the purposes of Chapter 11 of the Listing Rules, BAL is a related party of the company by virtue of its shareholding through its wholly owned indirect subsidiary Airtel Africa Mauritius Limited.

Pursuant to Listing Rule 11.1.10R, the transaction constitutes a 'smaller related party transaction', and the announcement was made in accordance with Listing Rule 11.1.10R(2)(c). Airtel Africa has had confirmation from its sponsors (JPM and Citi) that the terms of the transaction are fair and reasonable as far as shareholders are concerned.

The consideration paid to BAL under the existing services agreements in the financial year ended 31 March 2024 was $18.5m (2022/23 $9.9m). It is estimated that the total payments to BAL in the current financial year and the next financial year under the renewed existing services agreements will amount to between $19.8m and $24m in aggregate over the two-year period.

Provision of information

To provide services to Airtel Africa under the services agreement, Bharti Airtel will have access to information related to the Airtel Africa Group, which may include sensitive or confidential information. Bharti Airtel will ensure its affiliates comply with the terms of the information flow protocol to the extent that it is legally able to do so. Airtel Africa will provide Bharti Airtel with service-related information necessary for it to provide services under the agreement.

Future developments

The strategic report contains details of likely future developments within Airtel Africa.

Group policy compliance

Each Group policy is owned by a member of the Executive Committee to ensure clear accountability and the authority to make sure the associated business risk is adequately managed. The senior leadership team member responsible for each Group function has primary accountability for ensuring compliance with all Group policies by all our markets and entities. Our Group Compliance team supports the policy owners and local markets in implementing policies and monitoring compliance. All of the key Group policies have been consolidated into our Code of Conduct which applies to all employees and those who work for or on behalf of Airtel Africa. It sets out the standards of behaviour expected in relation to areas such as insider dealing, bribery, and raising concerns through our whistleblowing process.

Directors' indemnities

We have agreed to indemnify directors for certain losses and liabilities in connection with their duties, powers and office. Qualifying third-party indemnity provisions (as defined by section 234 of the Companies Act 2006) were in force during the financial year ended 31 March 2024. We also hold liability insurance covering our directors for any legal action against them. We took legal advice on this subject.

Branch and representative offices

Airtel Africa Services (UK) Limited has an office in Dubai, UAE. We were issued a commercial licence in Dubai on 30 September 2021 with number 99099 – this is renewed each year.

Bharti Airtel International (Netherlands) B.V. has a branch office in Nairobi, Kenya. It was issued a certificate of compliance on 7 October 2010 with number CF/2010/33117.

Anti-bribery and anti-corruption

In line with the Bribery Act 2010, we have written policies on avoiding and not tolerating bribery or corruption. These apply across all our businesses and can be found on our website. All employees are trained in anti-bribery and anti-corruption to help mitigate the risk of reputational damage, financial penalties and possible exclusion from certain approved partnerships.

Political donations

In line with our policy, we have not made any donations to political parties during the year.

At our next AGM, our directors will again be asking for the authority to make political donations of no more than £25,000 in total. This is to strengthen our corporate governance by making sure that neither Airtel Africa nor our subsidiaries inadvertently breach the wide definitions in Part 14 of the Companies Act 2006.

Employing people with disabilities

It is our policy that people with disabilities should be fairly considered for any job vacancy.

We're committed, wherever possible, to making sure that people with disabilities are encouraged to apply for employment and able to work successfully at Airtel Africa.

Directors' report continued

Important events since the end of the financial year

Details of important events affecting the Group that have occurred since the end of the financial year are set out in the strategic report and note 34 to the consolidated financial statements on page 238.

Our auditor

Deloitte LLP has confirmed its willingness to continue as our auditor. Following our Audit and Risk Committee's review of its effectiveness (described on page 136), we will propose at our AGM that we reappoint Deloitte LLP.

Our policy is that our auditor will not carry out non-audit services, except where appropriate and in line with our policy for doing such work. Our Audit and Risk Committee also considers the ethical and auditing professional standards related to non-audit services by our external auditor. Deloitte LLP provided limited non-audit services during the year in line with our policy as described in the Audit and Risk Committee report – see page 136.

As at the date of this report, so far as each director is aware, there's no relevant audit information of which our auditor is unaware. Each director confirms that they've taken all appropriate steps to make themselves aware of relevant audit information and to make sure our auditor is aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Audit and Risk Committee recommendations and statements of compliance

The committee has completed its review of the effectiveness of internal controls, including risk management, during the year and up to the date of this Annual Report. The review covered all material controls including financial, operating and compliance. As such, we can provide assurance to the Board under the 2018 UK Corporate Governance Code. This is covered in more detail in the Audit and Risk Committee report – see pages 126-137.

Airtel Africa has complied throughout the reporting period with the provisions of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) order 2014.

Annual General Meeting

Our AGM will be live streamed on Wednesday 3 July 2024 at 11am BST from 53/54 Grosvenor Street, London W1K 3HU. Details of the business to be transacted at the AGM are included in our 2024 Notice of the Annual General Meeting available on our website at www.airtel.africa.

In line with recent practice and good governance, we'll conduct all voting on resolutions at this year's AGM by poll. The Board believes that this way of voting gives as many shareholders as possible the opportunity to have their votes counted.

This directors' report has been approved by the Board and is signed on its behalf by:

Simon O'Hara
Group company secretary

8 May 2024

Directors' responsibilities statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors are required to prepare our financial statements in accordance with UK adopted international accounting standards in line with the requirements of the Companies Act 2006. We have elected to prepare the company's financial statements in accordance with UK Generally Accepted Accounting Practice (GAAP), including FRS 101 Reduced Disclosure Framework. Under company law, the directors must not approve the accounts unless satisfied that they give a true and fair view of the state of affairs of our company and of our profit or loss for that period.

In preparing our company's financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently
- Make judgements and accounting estimates that are reasonable and prudent
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that Airtel Africa will continue in business

In preparing the Group financial statements, International Accounting Standard 1 requires that directors:

- Properly select and apply accounting policies
- Present information, including accounting policies, in a way that provides relevant, reliable, comparable and understandable information
- Provide additional disclosures when the specific requirements in IFRSs do not enable readers to understand the impact of particular transactions, other events and conditions on our financial position and financial performance
- Assess our ability to continue as a going concern

The directors are responsible for keeping adequate accounting records that show and explain the company's transactions and disclose with reasonable accuracy at any time our financial position. These records must also enable them to ensure that the financial statements comply with the Companies Act 2006. Directors are also responsible for safeguarding the assets of the company and for taking reasonable steps to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on our website. UK legislation governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement

We confirm that to the best of our knowledge:

- The financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole.
- The strategic report includes a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.
- The Annual Report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the company's position and performance, business model and strategy.

This responsibility statement was approved by the Board of directors on 8 May 2024 and is signed on its behalf by:

Segun Ogunsanya
Chief executive officer

8 May 2024

Controls over financial reporting

Our Executive Committee and the Board are responsible for establishing and maintaining adequate internal control over financial reporting, emerging risks and principal risks for the Group.

Our internal control over financial reporting includes policies and procedures that:

- Relate to the maintenance of records that accurately and fairly reflect transactions and dispositions of assets in reasonable detail
- Are designed to provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with the requirements of the Companies Act 2006 and IFRSs as issued by the International Accounting Standards Board (IASB) and approved for use in the United Kingdom (UK) by the UK Accounting Standards Endorsement Board (UKEB)
- Provide reasonable assurance around prevention and timely detection of unauthorised acquisition, use or disposition of our assets that could materially affect the financial statements.

Any internal control framework, no matter how well designed, has inherent limitations including the possibility of human error and the circumvention or overriding of controls and procedures – and may not prevent or detect misstatements. Also, projections of any evaluation of future effectiveness are subject to the risk that controls may become inadequate because of changes in conditions or because of reduced compliance with the policies or procedures.

Through the outcome of a self-review programme, the Group assessed the effectiveness of our internal control over financial reporting on 31 March 2024. Our controls were also subjected to other assurance activities: Group Internal Audit tested key controls on a regular basis and reported their findings, and Group External Audit also tested controls as part of their statutory audit process. No significant or material control weaknesses were identified.

The Group regularly discusses anticipated new regulatory requirements in relation to internal controls over financial reporting. Regulatory developments will continue to be monitored and the Group will adopt requirements as the landscape develops to ensure full compliance.

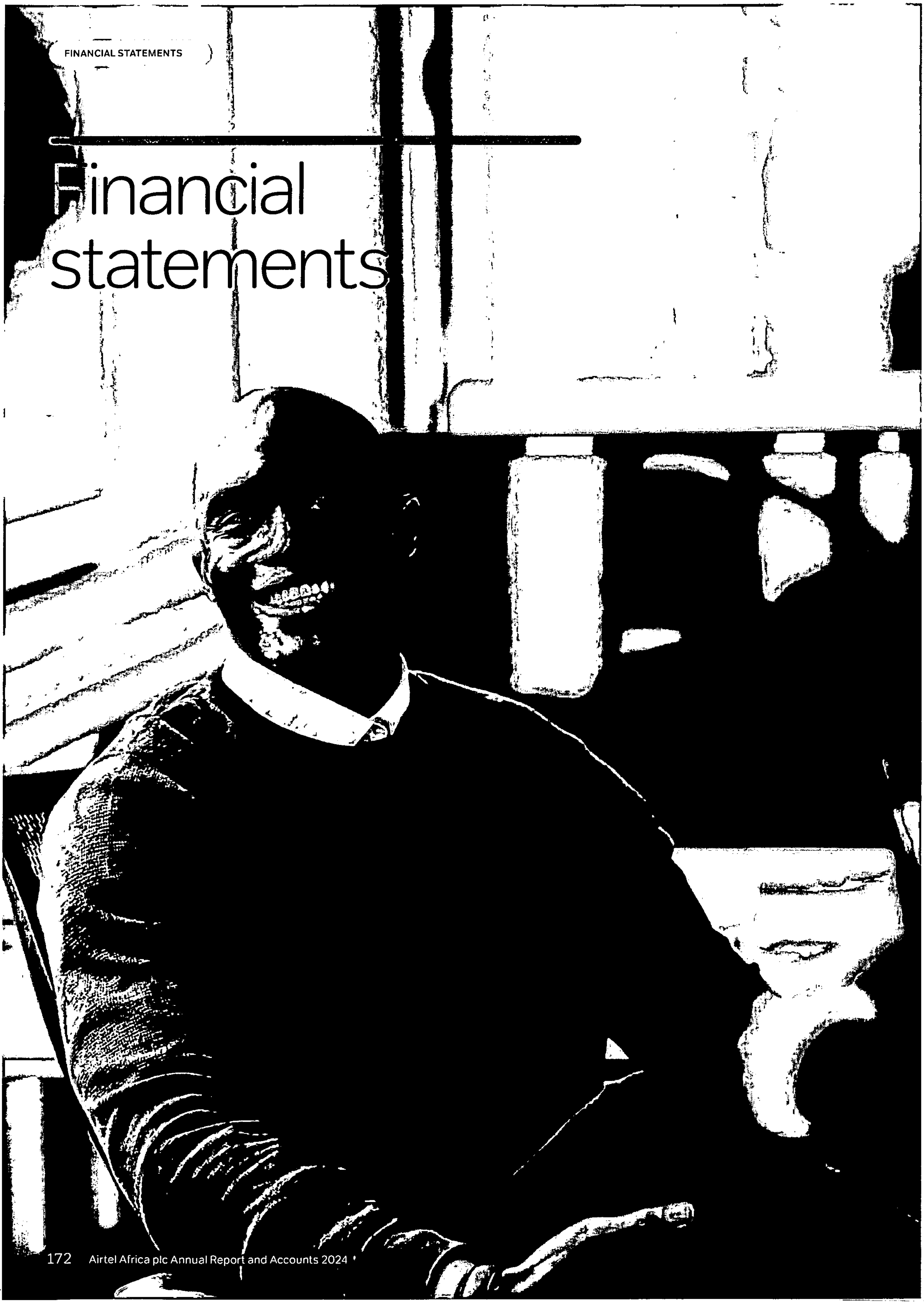
During the period covered by this document, there were no changes in the Group's internal control over financial reporting that have materially affected or are reasonably likely to materially affect the effectiveness of our internal controls over financial reporting.

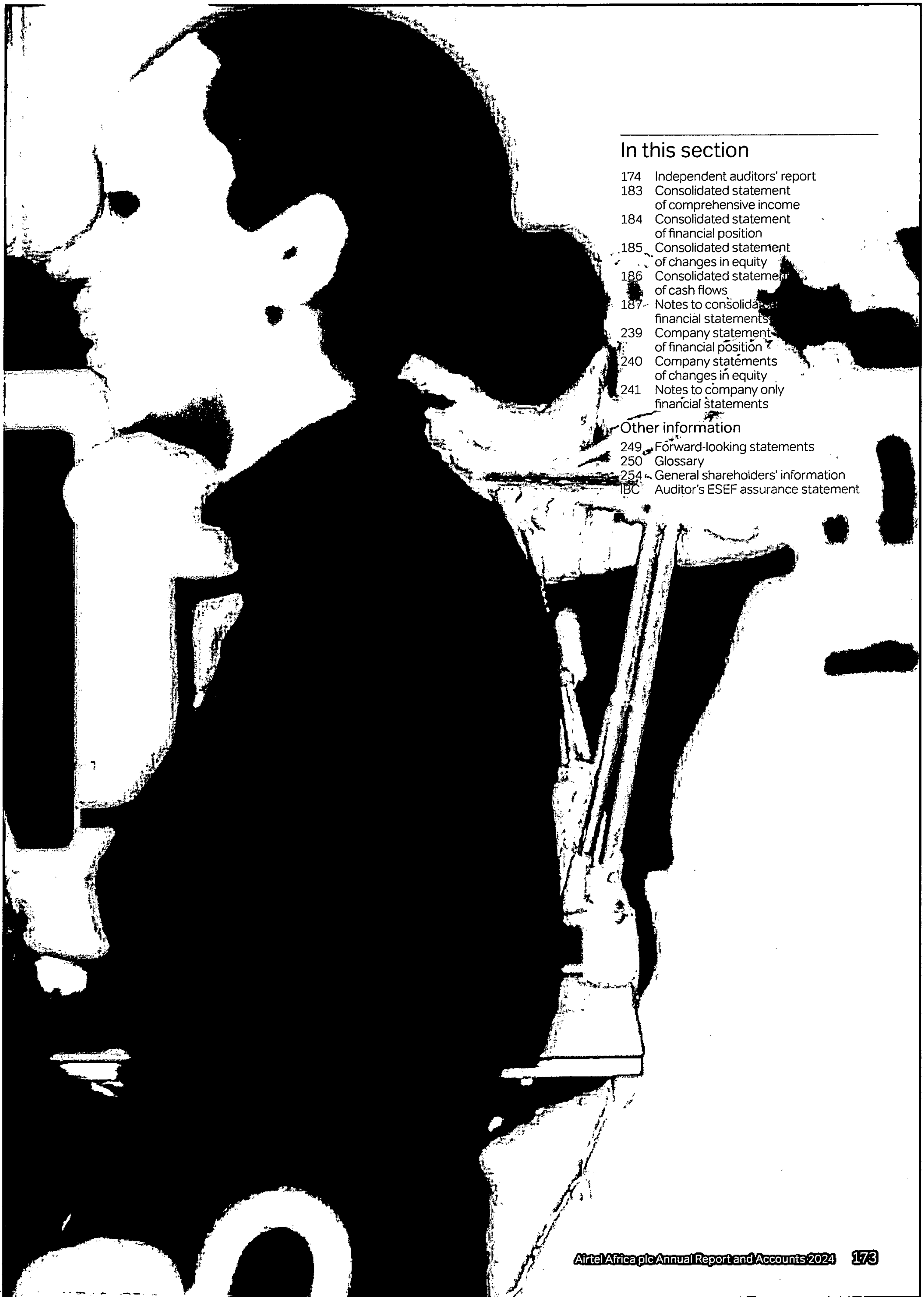
On behalf of the Board

Simon O'Hara
Group company secretary

8 May 2024

Financial statements





In this section

Other information

Independent auditor's report to the members of Airtel Africa plc

Report on the audit of the financial statements

1. Opinion

In our opinion:

- the financial statements of Airtel Africa Plc (the 'parent company') and its subsidiaries (the 'group') give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2024 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB);
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated statement of comprehensive income;
- the consolidated and parent company statements of financial position;
- the consolidated and parent company statements of changes in equity;
- the consolidated statement of cash flow; and
- the related notes 1 to 34 of the group financial statements and the related notes 1 to 11 of the parent company financial statements.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law, United Kingdom adopted international accounting standards and IFRSs as issued by the IASB. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

2. Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the group and the parent company for the year are disclosed in note 8.1 to the financial statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the group or the parent company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters	The key audit matters that we identified in the current year were: • Prepaid and mobile money revenue; • Mobile money restricted cash; • Classification of legal matters; and • Devaluation of the Nigerian naira. Within this report, key audit matters are identified as follows: • Newly identified • Increased level of risk • Similar level of risk • Decreased level of risk
Materiality	The materiality that we used for the group financial statements was $65m, determined using a range of metrics. Materiality represents 1.3% of revenue, 2.7% of EBITDA, 2.8% of net assets, 8.7% of underlying profit before tax and 0.7% of total assets.
Scoping	In the current year the GSM (also known as mobile services) and Airtel Money (also known as mobile money) businesses in each country were classified as separate components to reflect the continued growth in the Airtel Money business. There were four full-scope audits, ten were subject to an audit of specified account balances and all other businesses were subject to review at group level. The full scope and specified account balances covered 91% of group EBITDA, 85% of group revenue and 88% of group net assets.
Significant changes in our approach	During the year, the Nigerian naira ("NGN") devalued significantly against the USD. This devaluation has had a significant impact on the financial performance of the group and the financial statements as a whole. We therefore identified the impact that the devaluation of NGN had on the financial statements as a key audit matter for the current year. We also identified the GSM business in the Democratic Republic of the Congo as a full scope audit this year to reflect an increase in the size of that business. Key changes in component scope are summarised above.

4. Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- obtaining an understanding of the relevant controls over the group's forecasting process;
- performing retrospective reviews of the historical forecasts to assess the reasonableness of the group's forecasting process;
- performing risk assessment procedures in response to continued macro-economic uncertainty in many African markets including but not limited to currency devaluation and higher inflation. In particular we updated our risk assessment procedures to consider whether the devaluation of NGN increases the going concern risk, including the impact on the group's liquidity position if the group is unable to repatriate US dollars from Nigeria;
- assessing the reasonableness of the anticipated impact of the group's principal risks on the group's cash flow projections, including within the reasonable worst case forecast;

- assessing consistency of cash flow forecasts with the cash flow forecasts used for the purposes of goodwill impairment reviews, long term viability assessment and recognition of deferred tax assets;
- assessing the reasonableness of the reverse stress test scenario;
- assessing and challenging the assumptions used by the directors in each of the cash flow forecasts, considering our own expectations based on our knowledge of the group;
- assessing and challenging the key mitigating actions available including a reduction in capital expenditure and lower dividends pay-outs;
- obtaining direct confirmations from banks of the value, duration and terms for the group's undrawn committed facilities at the date of signing these financial statements and the terms thereof;
- recalculating the cash headroom available using undrawn committed facilities in each of the scenarios prepared by management and approved by the directors and testing the integrity and mechanical accuracy of the going concern model; and
- assessing the appropriateness of the financial statement disclosures related to going concern.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the reporting on how the group has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1. Prepaid and mobile money revenue

Key audit matter description	As set out in note 6 to the financial statements, revenue of $4,979m (March 2023: $5,255m) is derived from the provision of voice, data, mobile money and other services. Voice and data services account for $3,913m (March 2023: $4,278m) of revenue and mobile money services account for $649m (March 2023: $540m). Most voice and data revenue derives from customers who subscribe to services on a prepaid basis. Mobile money revenue relates to the commission earned on allowing customers to add and transfer funds and make payments via the group's mobile money IT platform, Mobiquity. The group's accounting policies on prepaid and mobile money revenue are set out in note 2.19. Due to the complexity of the group's revenue recording systems (in particular the Intelligent Network (IN) system for prepaid revenue and Mobiquity for mobile money) and the volume of customer data, we identified a key audit matter relating to prepaid revenue, specifically: (i) the accuracy of tariffs in the applicable systems; and (ii) the manual revenue reconciliation process from the billing system to the general ledger and the resulting manual journal entries. For mobile money, we identified a key audit matter in relation to the accuracy of rates and tariffs within the Mobiquity system. Errors in group's revenue recording system would impact the accuracy of prepaid and/ or mobile money revenue. Given the above, and the risk that prepaid and mobile money revenue could be manipulated to improve the group's financial performance, we identified this area as a fraud risk.
How the scope of our audit responded to the key audit matter	We performed the following procedures in response to the key audit matter: • with the involvement of our IT specialists we obtained an understanding of the IT environment in which the revenue recording systems reside, including interface controls between different IT applications. This included the IN billing system for prepaid revenue and the Mobiquity IT platform for mobile money; • obtaining an understanding of, and testing, the relevant controls over the approval and maintenance of new plans in the IN billing system and authorisation of rate changes and the maintenance of rates within the IN and Mobiquity systems; • testing the reconciliation process between the general ledger and IN and Mobiquity including any manual adjustments posted; • for prepaid revenue, testing a sample of call record validations and data usage to test the accuracy of prepaid revenue and the resolution of exceptions in addition to performing independent call testing to evidence that the amounts charged to the subscriber are consistent with the approved tariffs; • for mobile money, testing a sample of wallet transactions to test the accuracy of mobile money revenue and resolution of exceptions in addition to performing independent wallet testing to evidence that the amounts charged to the subscribers are consistent with the approved tariffs; • assessing key movements in prepaid revenue recorded within the general ledger against cash collection in the billing systems at the group level; • for prepaid revenue, testing a sample of tariffs set up and amendments within the IN system; • for mobile money, testing a sample of tariffs set up and amendments within the Mobiquity system; and • recomputing mobile money revenue based on the transaction volumes and the applicable transaction rates.
Key observations	Based on the work performed, we consider mobile money and prepaid revenue to be accurately recorded and that prepaid revenue has been recorded in the correct period.

Independent auditor's report to the members of Airtel Africa plc continued

5.2. Mobile money restricted cash

Key audit matter description	The group holds cash on behalf of its mobile money customers, which is restricted for use by the group. The total restricted cash balance as at 31 March 2024 amounted to $737m (March 2023: $616m) and is presented as 'balance held under mobile money trust.' Mobile money restricted cash relates to customer wallet balances held under mobile money trust. The group's accounting policies on prepaid and mobile money revenue are set out in note 2.14. We identified a key audit matter that the mobile money restricted cash balance does not exist given the significance and size of this balance and to the overall balance sheet of the group and that the balance is held with a wide variety of banks. We also identified a fraud risk around the exsistence of this balance given the significance of this balance and the potential risk for misappropriation.
How the scope of our audit responded to the key audit matter	We performed the following procedures in response to the key audit matter : • obtaining and understanding of, and testing, the relevant controls around the existence of the mobile money restricted cash balance; • obtaining and testing the mobile money bank reconciliations, tracing the amounts held to external, independent confirmations and agreeing any reconciling items to supporting evidence; and • selecting a sample of transactions at or around period end and testing that the transactions were appropriate and did not constitute transfers into the group's own operating bank accounts.
Key observations	Based on our work, we noted no exceptions regarding the existence of the mobile money restricted cash balance.

5.3. Classification of legal matters

Key audit matter description	Management has recorded a provision of $2m (March 2023: $2m) in respect of legal claims against components operating within certain jurisdictions. This is included in the total provision for legal and regulatory cases amounting to $12m (March 2023: $19m) as set out in note 24 to the financial statements. Contingent liabilities as at 31 March 2024 for legal claims in these jurisdictions amounted to $76m (March 2023: $82m) as described in Note 28 to the financial statements. There are also a number of cases where the outcome of a sucessful claim is considered remote, increasing the risk of misclassification of legal matters and therefore, the risk of inaccuracy of the provisions and contingent liability. Airtel Africa has business operations in 14 countries across Africa, each with different legal environments. Certain components operate in higher-risk jurisdictions than others where there is a greater risk of a higher number of claims. Each component maintains legal registers which are updated on a monthly basis to summarise the current position of each legal case and to consider whether a legal case is assessed as probable, possible or remote in accordance with IAS 37: Provisions, Contingent Liabilities and Contingent assets, and consequently whether a provision or contingent liability disclosure is required. Management of these matters is frequently supported by external legal counsel in the local markets and the opinion of counsel is considered in assessing the classification of the matter as probable, possible or remote in accordance with IAS 37. Further information on the group's policies for legal matters, including the judgements taken, can be found in notes 2.17 and 2.18 of the financial statements, and within the key source of estimation uncertainty disclosures in note 3.1. The Audit and Risk Committee also comment on this area in their report on page 134. We identified a key audit matter relating to the appropriate classification and presentation of legal cases within the financial statements as remote (no disclosure), possible (contingent liability, note 28) and probable (provision, note 24) in accordance with IAS 37, with a focus on components operating in certain jurisdictions. Management has exercised significant judgement in determining their assessment of the outcome and the accounting consequences thereon which has a risk of being susceptible to bias. Given the judgement that needs to be exercised in the classification of legal cases as probable, possible and remote, we identified this as a fraud risk.
How the scope of our audit responded to the key audit matter	We performed the following procedures in response to the key audit matter : • obtaining an understanding of, and testing, relevant controls concerning the classification of legal cases; • assessing a sample of cases and challenging whether the cases are appropriately classified as probable, possible or remote as per IAS 37 by holding discussions with the group's internal legal counsel and obtaining supporting evidence for a sample of cases; • circularising external legal counsel for a sample of cases and evaluating the rationale for their assessment of whether a case is probable, possible or remote is appropriate. We also considered the competence, capability and objectivity of external legal counsel; and • evaluating the financial statement disclosures including the articulation of each material case.
Key observations	Based on the work performed, we consider the classification of legal cases as probable, possible and remote to be appropriate. We consider the provision and contingent liability disclosures within notes 24 and 28 of the financial statements to be appropriate.

5.4. Devaluation of the Nigerian naira

Key audit matter description	The group has significant operations in Nigeria (Airtel Nigeria) whose functional currency is the NGN. Airtel Nigeria has liabilities (primarily leases in respect of towers) denominated in US dollars ("USD"). The movement between NGN and USD exchange rates lead to the recording of exchange gains and losses within the Airtel Nigeria income statement. In addition, the group reports its results in USD and consequently movements in the NGN and USD exchange rate impacts both the income statement and the balance sheet upon translation of Airtel Nigeria's results into USD for group reporting purposes. During the year there has been a significant devaluation of NGN against the USD (from 461 at 1 April 2023 to 1,303 at 31 March 2024), reaching a high in the year of 1,621. This devaluation has had a significant impact on the financial statements and the reported performance of the group, including recording a foreign exchange loss in the income statement of $1,070m. Management have recorded $770m of this loss as an exceptional item within the financial statements. In addition, the devaluation of NGN has led to an exceptional tax credit of $250m and an exchange loss in reserves (reducing net assets) of $944m. Further details on the impact of the translation of NGN on the financial statements, including the presentation of part of the foreign exchange loss as exceptional, can be found in Note 5 of the financial statements. The Audit and Risk Committee also comment on this matter in their report on pages 130 and 134. The group also presents constant currency measures within the strategic report which removes the impact of the NGN devaluation from the financial results and presents these constant currency measures alongside reported currency measures. Given the significant impact that the devaluation of NGN has had on the financial statements and financial performance of the group, we identified a key audit matter in respect of the recording of the foreign exchange loss, the presentation of part of this exchange loss as an exceptional item and the overall impact that this devaluation has had on the financial statements.
How the scope of our audit responded to the key audit matter	We performed the following procedures in response to the key audit matter: • updating our planning and risk assessment procedures, including the impact that the devaluation had on our assessment of materiality, audit scope and audit risk(s); • obtained an understanding of the relevant controls established by the group over the recording of foreign exhange losses and the presentation in the financial statements; • recomputed the foreign exchange loss recorded in the financial statements, including the corresponding tax credit. This included verifying the exchange rates used to external sources and assesing whether the exchange rate used to compute the foreign exchange loss was appropriate; • challenged the group's presentation of $770m of the foreign exchange loss as an exceptional in line with the group's policy on the classification of exceptional items. We also challenged whether the policy was acceptable and that its application did not give a misleading view of the financial performance of the group; • assessed the impact that the devaluation of NGN had on other accounting judgements and estimates within the financial statements including impairment of goodwill, deferred tax and going concern; • read the information within the strategic report on the impact that the devaluation of the NGN has had on the financial statements and considered whether this information is consistent with the financial statements and the knowledge obtained during the course of our audit; and • considered the presentation of constant currency measures within the annual report and considered whether these are balanced with the presentation of reported currency measures and that the constant currency measures were not presented with undue prominence.
Key observations	Based on the work performed, we agree that the derivative and foreign exchange loss of $1,070m (and the corresponding tax credit) has been correctly computed and that the related presentation of $770m of this loss as exceptional meets the group's policy on exceptional items. We further agree that the effect of the NGN devaluation within the annual report has been described in a manner consistent with the financial statements and the knowledge we have obtained through our audit procedures and the disclosures relating to the impact of foreign exchange adequately describe the related effect on the overall financial performance of the group.

Independent auditor's report to the members of Airtel Africa plc continued

6. Our application of materiality

6.1 Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Parent company financial statements
Materiality	$65m (2023: $65m)	$41m (2023: $41m)
Basis for determining materiality	Materiality represents 1.3% of revenue, 2.7% of EBITDA, 2.8% of net assets, 8.7% of underlying profit before tax and 0.7% of total assets.(2023: 6.3% of profit before tax and 2.5% of EBITDA).	1% of net assets (2023: 1% of net assets).
Rationale for the benchmark applied	In prior years materiality has been based on profit before tax. However, the devaluation of the NGN against the USD has led to the recording of a significant foreign exchange loss and led to a loss before tax. Basing materiality on more stable measures would therefore be appropriate. We have therefore looked to a range of other key metrics in the financial statements including Revenue, EBITDA, net assets and total assets in selecting materiality of $65m.	Airtel Africa plc is a holding company, which holds investments in a number of subsidiaries. Thus, the primary users of the company's financial statements are the group's shareholders and the directors and management of its holding company (Bharti Airtel Limited) and ultimate holding company (Bharti Enterprises (Holding) Private Limited which is held by the private trusts of the Bharti family). We therefore considered net assets to be the most appropriate benchmark.

6.2 Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

	Group financial statements	Parent company financial statements
Performance materiality	65% (2023: 65%) of group materiality	65% (2023: 65%) of parent company materiality
Basis and rationale for determining performance materiality	In determining performance materiality, we considered the following factors: a. our experience of auditing the group: this is the sixth year of our audit of the consolidated financial statements and fifth year of auditing the group as a listed entity on the London Stock Exchange; b. the history of errors identified; and c. the maturity of the group's control environment, refer to section7.2..	

6.3 Error reporting threshold

We agreed with the Audit and Risk Committee that we would report to the Committee all audit differences in excess of $3.3m (2023: $3.3m), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit and Risk Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of our audit

7.1 Identification and scoping of components

Our scoping of components requires us to:

(a) achieve sufficient coverage across the group to address the key risk areas; and

(b) meet the requirements of ISA (UK) 600 to plan and oversee the work performed by component audit teams.

Our group audit was scoped on an entity-level basis, assessing components against the risk of material misstatement at the group level. We also considered the quantum of financial statement balances and individual financial transactions of a significant nature. In performing our assessment, we have considered the geographical spread of the group and risks presented within each region.

The group operates across fourteen countries across Africa. In each country the group has a separate mobile services and mobile money business, each of which was identified as a component for audit purposes. These components are supported by the group's shared service centre based in India, as well as a key holding company based in the Netherlands (Bharti Airtel Netherlands BV), which holds a part of the group's debt, and Airtel Africa plc, the parent company.

Full scope audits are performed on four components and audits of specified account balances on ten components as set out in the table below.

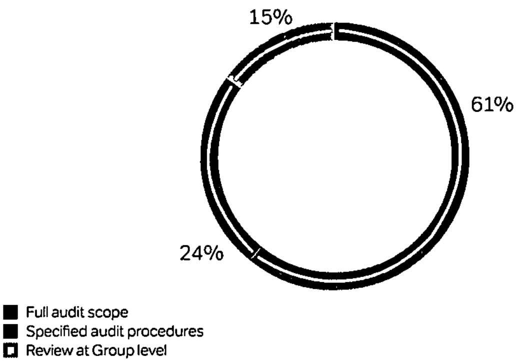
We performed a full scope audit on Airtel Africa plc and an audit of specified account balances on Bharti Airtel Netherlands BV. A component audit team also performed procedures at the shared service centre in India. The scope of the shared service centre matched the scope of each African component e.g. the Nigeria mobile service transactions at the shared service centre were subject to a full scope audit.

The group audit team performed review at the group level on the remaining components not included within full scope or specified account balances scope, each of which are insignificant to the group. This included other holding companies within the Netherlands including AMC BV, the holding company of the main Airtel Money entities. We also made inquiries of management and evaluated and tested management's group-wide controls across a range of locations and segments to address the risk of residual misstatement on a segment-wide and component basis. At the group level, we also tested the consolidation process and performed procedures over significant risks and controls. We also assessed the accounting for key transactions in the year, as set out in note 5 to the financial statements.

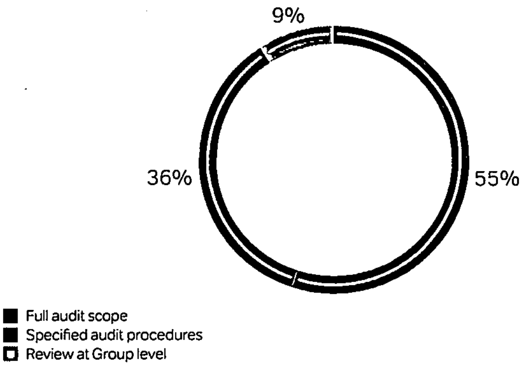
The below table summarises the segment allocation and scope of the group's components:

Segment	Full scope audit	Audits of specified balances	Analytical review procedures
Nigeria	Nigeria mobile services	–	Nigeria mobile money
East Africa	Uganda mobile services	Tanzania, Malawi, Kenya and Zambia mobile services Uganda, Tanzania, Malawi and Zambia mobile money	Rwanda mobile services and mobile money
Francophone Africa	Democratic Republic of Congo mobile services	Democratic Republic of Congo mobile money	Congo Brazzaville, Niger, Chad, Gabon, Madagascar and Seychelles mobile services and mobile money
Central	Airtel Africa plc and Shared service centre in India for the full scope components.	Netherlands holding company and shared service centre in India for other components in scope.	Other components deemed insignificant to the group

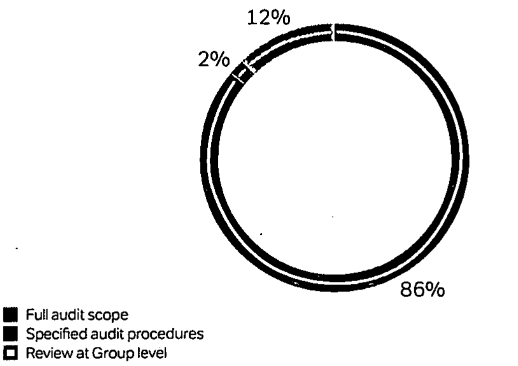
Revenue



Total assets



Profit before tax



Independent auditor's report to the members of Airtel Africa plc continued

7.2 Our consideration of the control environment

7.2.1 IT controls

As a business, the group is heavily reliant on IT systems. Therefore, effective IT controls are important not just to address financial risks, but also for other areas such as operational, regulatory and reputational risk. Given the high volume, low value nature of the group's transactions, reliance on the IT control environment is a fundamental part of the audit approach, not least for revenue.

Our assessment of the IT control environment included testing general IT controls (such as user access and IT change management), automated controls (such as appropriate configuration of tariffs) and system generated reports (such as daily recharge reports).

The key systems in scope for the audit were the accounting and revenue recording systems (IN and Mobiquity), including revenue recording systems managed in country (such as those relating to prepaid, mobile money and interconnect revenue) and the group's general ledger system. The group is reliant on third parties for the support and maintenance of these systems, and arrangements are in place with a range of third-party IT providers.

7.2.2 Business processes

We rely on controls for our full scope audits and audits of specified balances over the prepaid revenue, interconnect revenue, mobile money revenue, expenditure and payables, property plant and equipment and payroll cycles. We also rely on controls on the central processes for the classification of legal cases, the recording of leases and the consolidation processes.

7.2.3 Governance controls

We paid particular attention to the governance of the relationship with the company and entity level controls. We did not identify any significant findings in these areas.

7.3 Our consideration of climate-related risks

The group has disclosed its Task Force on Climate-related Financial Disclosures ("TCFD") on pages 63-70 of the Annual Report, including its governance process for managing climate related risks, the climate related risks and opportunities, and how these risks and opportunities are managed. We assessed the TCFD recommended disclosures within the Annual Report and considered whether they are materially consistent with the financial statements and our knowledge obtained in the audit.

We obtained an understanding of management's process for considering the impact of climate-related risks. We evaluated these risks to assess whether they were complete and consistent with our understanding of the group and our wider risk assessment procedures. Management considered the impact of climate change on the impairment review performed on the group's assets. Management disclosed in note 15 that no reasonable possible change in any assumption underpinning the impairment review would lead to an impairment which includes the impact of climate change. We have assessed the appropriateness of this disclosure.

7.4 Working with other auditors

The work on all components subject to either full audit or an audit of specified account balances was performed by Deloitte member firms. The majority of account balances are managed and audited at the shared service centre in India. This is supplemented by the management and audit of account balances at each operating company and the group head office in Dubai.

We held a planning meeting in India with all the component audit teams to discuss and agree the planning and execution of the audit; at the same meeting we met with group management to communicate our planned audit strategy including key audit focus areas.

As part of our oversight procedures, we visited all the full scope components and all the components subject to audit of specified account balances (Nigeria, Uganda, DRC, Kenya, Tanzania, Malawi and Zambia). We also visited the shared service centre in India and the group's head office in Dubai. We remained in regular contact with all component teams throughout the year to understand key issues and appropriately plan and execute the year end audit. The frequency of these interactions was increased during the key audit periods and included direct calls between senior members of the group and component audit teams.

We issued detailed instructions to our component audit teams, included them within our team briefings and regular status calls, and reviewed component auditor working papers during the above component visits and remotely via online review of their audit files.

Throughout the core period of the audit, we held regular calls with group management, which also involved Deloitte India, who audit the shared service centre in India and where the majority of account balances are managed.

8. Other information

The other information comprises the information included in the annual report, including the strategic report, the corporate governance report, the directors' remuneration report and the directors' report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

9. Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent 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 or the parent company or to cease operations, or have no realistic alternative but to do so.

10. Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 (UK) 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

11.1 Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, internal audit, the directors and the Audit and Risk Committee about their own identification and assessment of the risks of irregularities, including those that are specific to the group's sector;
- any matters we identified having obtained and reviewed the group's documentation of their policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
  - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team including significant component audit teams and relevant internal specialists, including tax, valuations and IT specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas: prepaid and mobile money revenue, the existence of mobile money restricted cash and the classification of legal matters in components operating in certain jurisdiction. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, Listing Rules and tax legislation in the jurisdictions that the group operates.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included the regulations set by the telecommunication and mobile money regulator within each operating entity and the relevant financial regulations which govern the group's components.

11.2 Audit response to risks identified

As a result of performing the above, we identified prepaid and mobile money revenue, mobile money restricted cash and classification of legal matters as key audit matters relating to the potential risk of fraud or non-compliance with laws and regulations. The key audit matters section of our report explains the matters in more detail and also describes the specific procedures we performed in response to those key audit matters.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the Audit and Risk Committee and in-house legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing relevant correspondence with relevant tax authorities; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and significant component audit teams and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Independent auditor's report to the members of Airtel Africa plc continued

13. Corporate governance statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the group's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 131 and 178;
- the directors' explanation as to its assessment of the group's prospects, the period this assessment covers and why the period is appropriate set out on page 80-81;
- the directors' statement on fair, balanced and understandable set out on page 132;
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 72;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 73-79; and
- the section describing the work of the Audit and Risk Committee set out on pages 126-137.

14. Matters on which we are required to report by exception

14.1 Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

14.2 Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

15. Other matters which we are required to address

15.1 Auditor tenure

Following the recommendation of the Audit and Risk committee, we were appointed by the Board on April 2019 to audit the financial statements for the year ending 31 March 2019 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is six years, covering the years ended 31 March 2019 to 31 March 2024.

15.2 Consistency of the audit report with the additional report to the Audit and Risk Committee

Our audit opinion is consistent with the additional report to the Audit and Risk committee we are required to provide in accordance with ISAs (UK).

16. Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.15R – DTR 4.1.18R, these financial statements form part of the Electronic Format Annual Financial Report filed on the National Storage Mechanism of the FCA in accordance with DTR 4.1.15R – DTR 4.1.18R. This auditor's report provides no assurance over whether the Electronic Format Annual Financial Report has been prepared in compliance with DTR 4.1.15R – DTR 4.1.18R.

We have been engaged to provide assurance on whether the Electronic Format Annual Financial Report has been prepared in compliance with DTR 4.1.15R – DTR 4.1.18R and will publicly report separately to the members on this.

Ryan Duffy (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Birmingham, United Kingdom

8 May 2024

Consolidated statement of comprehensive income

(All amounts are in US$ millions unless stated otherwise)

	Note	For the year ended 31 March 2024	31 March 2023
Income			
Revenue	6	**4,979**	5,255
Other income		**21**	13
		5,000	5,268
Expenses			
Network operating expenses		**926**	1,027
Access charges		**314**	410
Licence fee and spectrum usage charges		**244**	241
Employee benefits expense	7	**301**	287
Sales and marketing expenses		**576**	521
Impairment loss on financial assets		**5**	14
Other operating expenses	8	**206**	193
Depreciation and amortisation	9	**788**	818
		3,360	3,511
Operating profit		**1,640**	1,757
Finance costs			
– Derivative and foreign exchange losses			
Nigerian naira	10	**1,070**	224
Other currencies	10	**189**	114
– Other finance costs	10	**482**	414
Finance income	10	**(38)**	(29)
Share of profit of associate and joint venture accounted for using equity method		**(0)**	(0)
(Loss)/profit before tax		**(63)**	1,034
Income tax expense	12	**26**	284
(Loss)/profit for the year		**(89)**	750
(Loss)/profit before tax (as presented above)		**(63)**	1,034
Add: Exceptional items	11	**807**	–
Underlying profit before tax		**744**	1,034
(Loss)/profit after tax (as presented above)		**(89)**	750
Add/(less): Exceptional items	11	**549**	(161)
Underlying profit after tax		**460**	589
Other comprehensive income ('OCI')			
Items to be reclassified subsequently to profit or loss:			
Loss due to foreign currency translation differences		**(1,175)**	(350)
Gain on debt instruments at fair value through other comprehensive income		**0**	–
Tax on above		**2**	(3)
Share of OCI of associate and joint venture accounted for using equity method		**(0)**	–
		(1,173)	(353)
Items not to be reclassified subsequently to profit or loss:			
Re-measurement gain/(loss) on defined benefit plans		**0**	(0)
Tax on above		**(0)**	0
		(0)	0
Other comprehensive loss for the year		**(1,173)**	(353)
Total comprehensive (loss)/income for the year		**(1,262)**	397
(Loss)/profit for the year attributable to:		**(89)**	750
Owners of the company		**(165)**	663
Non-controlling interests		**76**	87
Other comprehensive loss for the year attributable to:		**(1,173)**	(353)
Owners of the company		**(1,141)**	(341)
Non-controlling interests		**(32)**	(12)
Total comprehensive (loss)/income for the year attributable to:		**(1,262)**	397
Owners of the company		**(1,306)**	322
Non-controlling interests		**44**	75
(Loss)/earnings per share			
Basic	13	**(4.4) cents**	17.7 cents
Diluted	13	**(4.4) cents**	17.7 cents

Consolidated statement of financial position

(All amounts are in US$ millions unless stated otherwise)

	Note	As of 31 March 2024	31 March 2023
Assets			
Non-current assets			
Property, plant and equipment	14	**1,827**	2,295
Capital work-in-progress	14	**232**	212
Right of use assets	29	**1,483**	1,497
Goodwill	15	**2,569**	3,516
Other intangible assets	15	**725**	813
Intangible assets under development	15	**4**	399
Investment accounted for using equity method		**5**	4
Financial assets			
– Investments		**0**	0
– Derivative instruments	16	**0**	9
– Others		**30**	34
Income tax assets (net)		**5**	1
Deferred tax assets (net)	12	**543**	337
Other non-current assets	17	**146**	151
		7,569	9,268
Current assets			
Inventories		**26**	15
Financial assets			
– Investments		**2**	–
– Derivative instruments	16	**10**	4
– Trade receivables	18	**184**	145
– Cash and cash equivalents	19	**620**	586
– Other bank balances	19	**353**	131
– Balance held under mobile money trust		**737**	616
– Others	20	**106**	142
Other current assets	17	**254**	259
		2,292	1,898
Total assets		**9,861**	11,166
Liabilities			
Current liabilities			
Financial liabilities			
– Borrowings	21	**1,426**	945
– Lease liabilities	29	**357**	395
– Derivative instruments	16	**144**	5
– Trade payables		**422**	460
– Mobile money wallet balance		**722**	582
– Others	22	**440**	533
Provisions	24	**78**	83
Deferred revenue		**123**	163
Current tax liabilities (net)		**119**	194
Other current liabilities	23	**215**	192
		4,046	3,572
Net current liabilities		**(1,754)**	(1,674)
Non-current liabilities			
Financial liabilities			
– Borrowings	21	**947**	1,233
– Lease liabilities	29	**1,732**	1,652
– Put option liability	32	**552**	569
– Derivative instruments	16	**33**	43
– Others	22	**146**	147
Provisions	24	**22**	21
Deferred tax liabilities (net)	12	**67**	108
Other non-current liabilities	23	**16**	13
		3,515	3,786
Total liabilities		**7,561**	7,358
Net assets		**2,300**	3,808
Equity			
Share capital	25	**1,875**	3,420
Reserves and surplus	26	**285**	215
Equity attributable to owners of the company		**2,160**	3,635
Non-controlling interests ('NCI')		**140**	173
Total equity		**2,300**	3,808

The consolidated financial statements of Airtel Africa plc (company registration number: 11462215) were approved by the Board of directors and authorised for issue on 8 May 2024 and were signed on its behalf by:

For and on behalf of the Board of Airtel Africa plc

Olusegun Ogunsanya
Chief executive officer

8 May 2024

Consolidated statement of changes in equity

(All amounts are in US$ millions unless stated otherwise)

	Equity attributable to owners of the company								
	Share capital		Reserves and surplus						
	No of shares[1]	Amount	Retained earnings	Transactions with NCI reserve	Other components of equity	Total	Equity attributable to owners of the company	Non-controlling interests (NCI)	Total equity
As of 1 April 2022	6,839,896,081	3,420	3,436	(942)	(2,412)	82	3,502	147	3,649
Profit for the year	–	–	663	–	–	663	663	87	750
Other comprehensive income/(loss)	–	–	(0)	–	(341)	(341)	(341)	(12)	(353)
Total comprehensive income/(loss)	–	–	663	–	(341)	322	322	75	397
Transactions with owners of equity									
Employee share-based payment reserve	–	–	(2)	–	–	(2)	(2)	–	(2)
Purchase of own shares (net)	–	–	–	–	(5)	(5)	(5)	–	(5)
Transactions with NCI	–	–	–	13	–	13	13	3	16
Dividend to owners of the company	–	–	(195)	–	–	(195)	(195)	–	(195)
Dividend (including tax) to NCI[2]	–	–	–	–	–	–	–	(52)	(52)
As of 31 March 2023	6,839,896,081	3,420	3,902	(929)	(2,758)	215	3,635	173	3,808
(Loss)/profit for the year	**–**	**–**	**(165)**	**–**	**–**	**(165)**	**(165)**	**76**	**(89)**
Other comprehensive income/(loss) (refer to note 5(b) and 5(c))	**–**	**–**	**0**	**–**	**(1,141)**	**(1,141)**	**(1,141)**	**(32)**	**(1,173)**
Total comprehensive income/(loss)	**–**	**–**	**(165)**	**–**	**(1,141)**	**(1,306)**	**(1,306)**	**44**	**(1,262)**
Transactions with owners of equity									
Employee share-based payment reserve	**–**	**–**	**(1)**	**–**	**2**	**1**	**1**	**–**	**1**
Purchase of own shares (net)	**–**	**–**	**–**	**–**	**1**	**1**	**1**	**–**	**1**
Cancellation of deferred shares (refer to note 5(d))	**(3,081,744,577)**	**(1,541)**	**1,541**	**–**	**–**	**1,541**	**–**	**–**	**–**
Ordinary shares buy-back programme (refer to note 5(f))	**(7,389,855)**	**(4)**	**(9)**	**–**	**(37)**	**(46)**	**(50)**	**–**	**(50)**
Transactions with NCI[3]	**–**	**–**	**–**	**91**	**–**	**91**	**91**	**(12)**	**79**
Dividend to owners of the company (refer to note 5(a))	**–**	**–**	**(212)**	**–**	**–**	**(212)**	**(212)**	**–**	**(212)**
Dividend (including tax) to NCI[2]	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(65)**	**(65)**
As of 31 March 2024	**3,750,761,649**	**1,875**	**5,056**	**(838)**	**(3,933)**	**285**	**2,160**	**140**	**2,300**

1 Includes ordinary and deferred shares until 31 March 2023. Deferred shares have been cancelled during the year ended 31 March 2024 as explained in note 5(d), therefore, as of 31 March 2024, it includes only ordinary shares. Refer to note 25 for further details.

2 Dividend to NCI include tax of $4m (31 March 2023: $3m).

3 This primarily relates to:

- Excess of consideration over proportionate net assets on sale of 10.89% shares of Airtel Uganda to minority shareholders under IPO of Airtel Uganda amounting to $49m, as explained in note 5(e).
- Reversal of put option liability by $24m (31 March 2023: $16m) for dividend distribution to put options non-controlling interest holders (any dividend paid to the put option non-controlling interest holders is adjustable against the put option liability based on the put option arrangement).
- Adjustment of $18m to non-controlling interests pertaining to Airtel Mobile Commerce B.V. (AMC BV) on account of completion of restructuring period and consequent release of escrow shares as per agreement with non-controlling interest holders.

Consolidated statement of cash flows

(All amounts are in US$ millions unless stated otherwise)

	For the year ended	
	31 March 2024	31 March 2023
Cash flows from operating activities		
(Loss)/profit before tax	**(63)**	1,034
Adjustments for:		
Depreciation and amortisation	**788**	818
Finance income	**(38)**	(29)
Finance costs:		
– Derivative and foreign exchange losses		
Nigerian naira	**1,070**	224
Other currencies	**189**	114
– Other finance costs	**482**	414
Share of profit of associate and joint venture accounted for using equity method	**(0)**	(0)
Other non-cash adjustments[1]	**0**	2
Operating cash flow before changes in working capital	**2,428**	2,577
Changes in working capital		
Increase in trade receivables	**(79)**	(45)
Increase in inventories	**(16)**	(13)
Increase in trade payables	**56**	9
Increase in mobile money wallet balance	**207**	120
Increase/(decrease) in provisions	**3**	(32)
Increase in deferred revenue	**21**	37
Increase in other financial and non-financial liabilities	**76**	113
Increase in other financial and non-financial assets	**(93)**	(140)
Net cash generated from operations before tax	**2,603**	2,626
Income taxes paid	**(344)**	(397)
Net cash generated from operating activities (a)	**2,259**	2,229
Cash flows from investing activities		
Purchase of property, plant and equipment and capital work-in-progress	**(868)**	(779)
Purchase of intangible assets and intangible assets under development	**(161)**	(502)
Purchase of other short-term investments	**(2)**	–
Maturity of deposits with bank	**731**	350
Investment in deposits with bank	**(961)**	(126)
Investment in joint venture	**–**	(0)
Dividend received from associate	**–**	2
Interest received	**33**	29
Net cash used in investing activities (b)	**(1,228)**	(1,026)
Cash flows from financing activities		
Purchase of shares under buy-back programme	**(9)**	–
Purchase of own shares by ESOP trust	**(2)**	(8)
Proceeds from sale of shares to NCI	**53**	–
Proceeds from borrowings	**713**	906
Repayment of borrowings	**(550)**	(1,018)
Repayment of lease liabilities	**(324)**	(279)
Dividend paid to non-controlling interests	**(59)**	(75)
Dividend paid to owners of the company	**(212)**	(195)
Payment of deferred spectrum liability	**(21)**	(21)
Interest on borrowings, lease liabilities and other liabilities	**(440)**	(400)
Inflow/(outflow) on maturity of derivatives (net)	**7**	(49)
Net cash used in financing activities (c)	**(844)**	(1,139)
Increase in cash and cash equivalents during the year (a+b+c)	**187**	64
Currency translation differences relating to cash and cash equivalents	**(128)**	(70)
Cash and cash equivalents as at beginning of the year	**841**	847
Cash and cash equivalents as at end of the year (refer to note 19) [2]	**900**	841

1 For the year ended 31 March 2024 and 31 March 2023, this mainly includes movements in impairment of trade receivable and other provisions.

2 Includes balances held under mobile money trust of $737m (March 2023: $616m) on behalf of mobile money customers which are not available for use by the Group.

Notes to consolidated financial statements

(All amounts are in US$ millions unless stated otherwise)

1. Corporate information

Airtel Africa plc ('the company') is a public company limited by shares incorporated and domiciled in the United Kingdom (UK) under the Companies Act 2006 and is registered in England and Wales (registration number 11462215). The registered address of the company is First Floor, 53/54 Grosvenor Street, London, W1K 3HU, United Kingdom. The company is listed both on the London Stock Exchange (LSE) and Nigerian Stock Exchange (NGX). The company is a subsidiary of Airtel Africa Mauritius Limited ('the parent'), a company registered in Mauritius. The registered address of the parent is c/o IQ EQ Corporate Services (Mauritius) Ltd., 33, Edith Cavell Street, Port Louis, 11324, Mauritius.

The company, together with its subsidiary undertakings (hereinafter referred to as 'the Group') has operations in Africa. The principal activities of the Group, its associate and its joint venture primarily consist of the provision of telecommunications and mobile money services.

2. Summary of material accounting policies

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB) and approved for use in the United Kingdom (UK) by the UK Accounting Standards Endorsement Board (UKEB).

All the amounts included in the financial statements are reported in US dollars, with all values rounded to the nearest millions ($m) except when otherwise indicated. Further, amounts which are less than half a million are appearing as '0'.

The accounting policies as set out in the following paragraphs of this note have been consistently applied by all the Group's entities to all the periods presented in these consolidated financial statements. During the year, the Group has changed the classification of distribution costs relating to its mobile money business to better reflect the nature of these costs, reclassifying costs previously included in other operating expenses to the sales and marketing expenses in the consolidated statement of comprehensive income.

New and amended standards and interpretations that are effective for the current year

No new IFRS issued during the year are applicable to the Group.

Amendments to existing IFRSs have been applied by the Group as required, however, these amendments do not have any material impact on the Group's financial statements. The list of new IFRS and newly issued amendments is as follows:

- Amendments to IAS 12 in relation to relation to 'deferred tax related to assets and liabilities arising from a single transaction'.
- Amendments to IAS 1 in relation to 'Disclosure of Accounting Policies', including removal of certain immaterial policies.
- Amendments to IAS 8 in relation to 'Definition of Accounting Estimates'.
- Amendments to IAS 12 in relation to relation to 'Pillar Two Model rules' (see below for more details).

On 25 May 2023, the amendments to IAS 12 'Income Taxes' were released by IASB and endorsed by the UKEB on 19 July 2023. These amendments relate to International Tax Reform 'Pillar 2 income taxes' and clarify how the effects of the global minimum tax framework should be accounted for and disclosed. The amendments also provide a temporary mandatory exception from deferred tax accounting for the top-up tax, which would have been effective immediately, if this exception was not provided. The Group using this exception has therefore not recognised or disclosed tax assets and liabilities relating to 'Pillar 2 income taxes'.

On 23 March 2023, HM Treasury released draft legislation for the Global Minimum Tax rules in the UK which was substantively enacted on 20 June 2023, this legislation will apply to the Group with effect from 1 April 2024.

The Group predominantly operates in jurisdictions which have a simplified effective tax rate above 15% and is expecting to rely on the Transitional Country-by-Country Reporting (CbCR) Safe Harbour provisions until 31 March 2027. During the year, a transitional safe harbour assessment was performed for all the Group's jurisdictions and material top-up tax is not expected to arise. The assessment was based on the profits and tax expense determined as part of the preparation of the Group's consolidated financial statements, considering only certain adjustments that would have been required applying the legislation.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value measurement

Fair value is the price at the measurement date at which an asset can be sold, or the price paid to transfer a liability in an orderly transaction between market participants.

The Group is required to classify the fair valuation method of the financial/non-financial assets and liabilities either measured or disclosed at fair value in the financial statements using a three-level fair value hierarchy (which reflects the significance of inputs used in the measurement of fair value). Accordingly, the Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The three levels of the fair value hierarchy are described below:

- Level 1 – Fair values derived on the basis of quoted (unadjusted) prices for identical assets or liabilities in active markets.
- Level 2 – Fair values derived on the basis significant inputs other than quoted prices within level 1 that are directly or indirectly observable.
- Level 3 –Fair values derived on the basis valuation techniques that used significant inputs that are not based upon observable market data (unobservable inputs).

Going concern

These consolidated financial statements have been prepared on a going concern basis. In making this going concern assessment, the Group has considered cash flow projections (including the scheduled bond repayment of $550m in May 2024 and repayment of other loans due for repayment in the going concern period) to June 2025 (going concern assessment period) under both a base case and reasonable worst-case scenarios, including reverse stress test. This assessment takes into consideration its principal risks and uncertainties, including a reduction in revenue and EBITDA and a devaluation of the various currencies in the countries in which the Group operates, including the Nigerian naira. As part of this evaluation, the Group has considered available ways to mitigate these risks and uncertainties and has also

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

2. Summary of material accounting policies continued

considered committed undrawn facilities of $351m expiring beyond the going concern assessment period, which will fulfil the Group's cash flow requirement under both the base and reasonable worst-case scenarios. Having considered all the above-mentioned factors impacting the Group's businesses, the impact of downside sensitivities, and the mitigating actions available to the Group, including a reduction and deferral of capital expenditure, the directors are satisfied that the Group has adequate resources to continue its operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

2.3 Basis of consolidation

a. Subsidiaries

The consolidated financial statements incorporate the financial statements of the company and entities controlled by the company (its subsidiaries) up to 31 March each year. The Group controls an entity when it has power over the entity (that is, existing rights that give it the current ability to direct the relevant activities), it is exposed to or has right to variable return from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group re-assesses whether or not it controls the entity, if the underlying facts and circumstances indicate a change in the above-mentioned parameters that determine the existence of control.

Subsidiaries are fully consolidated from the date when the Group obtains control and are de-consolidated from the date that control ceases. No subsidiaries are excluded from the Group consolidation. Non-controlling interests is the equity in a subsidiary not attributable to the parent and is presented separately from equity attributable to the owners of the company. Non-controlling interests consist of the amount at the date of the business combination and its share of changes in equity since that date. Profit or loss and other comprehensive income/loss are attributed to the controlling and non-controlling interests in proportion to their ownership interests. Total comprehensive income is attributable to the owners of the company and to the non-controlling interest, even if this results in the non-controlling interests having a deficit balance.

The Group has written a put option to non-controlling shareholders in one of Group's subsidiaries to purchase their equity interest in the subsidiary, for cash and/or another financial assets. This gives rise to a financial liability for the present value of the likely redemption amount. This is the case even if the contract itself is an equity instrument or even if the obligation to purchase the equity interest is conditional on the counterparty exercising a right to redeem. The financial liability is recognised initially at the present value of the likely redemption amount by debiting equity (transactions with NCI reserve) while continuing to recognise the non-controlling interest, if the non-controlling shareholders continue to have present access to returns on the underlying equity interest of the subsidiary. Subsequently, the financial liability is measured at amortised cost. If the contract expires without delivery, the carrying amount of the financial liability is reclassified to equity (transactions with NCI reserve). If the option is exercised, the corresponding non-controlling interest (if any) to the extent of shares re-acquired from non-controlling shareholders is de-recognised through equity (transactions with NCI reserve) at the time of exercise of the put option.

The profit/loss on disposal of a subsidiary (associated with loss of control) is recognised in profit and loss being the difference between (i) the aggregate of the fair value of 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 in consolidated financial statements and any non-controlling interests. In addition, any amounts previously recognised in other comprehensive income in respect of the de-consolidated entity, are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit and loss or transferred to another category of equity as required/permitted by applicable IFRS). On such disposal any retained interest in the entity is remeasured to its fair value with the resultant change in carrying value being recognised in the profit and loss.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as a transaction with equity holders. Any difference between the amount of the adjustment to non-controlling interests and any consideration exchanged is recognised in 'the transactions with NCI reserve', within equity.

b. Method of consolidation

The standalone financial statements of subsidiaries are fully consolidated on a line-by-line basis after adjusting for business combination/consolidation adjustments. Intra-Group transactions, balances, and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Adjustments in respect of accounting policies of the Group's subsidiaries, associate and JV are made to ensure consistency with the accounting policies that are adopted by the Group.

2.4 Business combinations

The Group accounts for business combinations using the acquisition method of accounting; accordingly, the identifiable assets acquired and the liabilities assumed in the acquisition are recorded at their acquisition date fair values (except certain assets and liabilities which are required to be measured as per the applicable standards) and the non-controlling interests is initially recognised at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. The consideration transferred for the acquisition of a subsidiary is the aggregation of the fair values of the assets transferred, the liabilities incurred or assumed and the equity interests issued by the Group in exchange for control of the acquiree.

The excess of the consideration transferred, along with the amount of any non-controlling interests in the acquiree and the acquisition-date fair value (with the resulting difference being recognised in the profit and loss) of any previous equity interest in the acquiree, over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. Acquisition-related costs are expensed in the period in which the costs are incurred.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequent to initial recognition, it is measured at the higher of:

(i) the amount that would be recognised in accordance with IAS 37, 'Provisions, Contingent Liabilities and Contingent Assets', and

(ii) the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with principles of IFRS 15 'Revenue from Contracts with Customers'.

Common control transactions

Transfers involving entities or businesses in which all 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) are accounted for at their historic carrying values. The difference between the consideration paid/received and the historic carrying values is recorded in equity.

2.5 Foreign currency transactions

a. Functional and presentation currency

The items included within the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which each entity operates (i.e., 'functional currency').

The financial statements are presented in US dollars, which is also the functional and presentation currency of the company.

2. Summary of material accounting policies continued

b. Transactions and balances

For the purpose of presenting the consolidated financial statements, transactions in foreign currencies are initially recorded in the relevant functional currency at the rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date with the resulting foreign exchange differences on subsequent retranslation/settlement recognised in the profit and loss within finance costs/finance income. Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate prevalent, at the date of initial recognition (in case they are measured at historical cost) or at the date when the fair value is determined (in case they are measured at fair value) – with the resulting foreign exchange difference on subsequent re-translation recognised in the profit and loss, except to the extent that it relates to items for which gains and losses are recognised in the other comprehensive income or directly in equity.

The equity items denominated in foreign currencies are translated at historical exchange rates.

c. Foreign operations

The assets and liabilities of foreign operations (including goodwill and fair value adjustments arising on the acquisition of foreign entities) are translated into US dollars at the exchange rates prevailing at the reporting date. Items recognised in profit and loss are translated into US dollars at monthly average exchange rates. However, if exchange rates fluctuate significantly during the period, the exchange rates at the date of transactions are used. Items recognised within equity are translated at the historical rate. The resulting exchange differences are recognised in other comprehensive income and are held within the foreign currency translation reserve (FCTR), a component of equity. On disposal of a foreign operation (i.e., disposal of Group's entire interest in a foreign operation or disposal involving loss of control), all the accumulated exchange differences accumulated in FCTR in respect of that foreign operation are reclassified to profit and loss.

d. Net investment in foreign operation

When a monetary item forms part of the Group's net investment in a foreign operation, the exchange differences are then recognised initially in other comprehensive income and are held within the foreign currency translation reserve (FCTR). Such FCTR is reclassified from equity to profit and loss on disposal of the foreign operation.

2.6 Current versus non-current classification

The Group classifies assets and liabilities in the statement of financial position as current or non-current.

Deferred tax assets and liabilities, and all assets and liabilities which are not 'current' (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

An asset is classified as current when it is expected to be realised or intended to be sold or consumed in the Group's normal operating cycle, held primarily for the purpose of trading, expected to be realised within 12 months after the reporting period, is a cash or cash equivalent unless restricted from being exchanged or is used to settle a liability for at least 12 months after the reporting period.

A liability is classified as current when it is expected to be settled in the Group's normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within 12 months after the reporting period, or the Group does not have the unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

2.7 Property, plant and equipment (PPE) and capital work-in-progress (CWIP)

The cost of an item of property, plant and equipment is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably.

PPE is initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes and after deducting trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location of its intended use. Further, it includes assets installed on the premises of customers where the associated risks, rewards and control remain with the Group.

Subsequent to initial recognition, PPE is stated at cost less accumulated depreciation and any impairment losses. When significant parts of PPE are required to be replaced at regular intervals, the Group recognises such parts as a separate component of each asset. When an item of PPE is replaced, its carrying amount is de-recognised from the statement of financial position and the cost of the new item of PPE is recognised.

The expenditure incurred after an item of PPE is ready to use, such as repairs and maintenance, are charged to the profit and loss in the period in which such costs are incurred. However, in situations where the expenditure can be measured reliably and it is probable that future economic benefits associated with it will flow to the Group, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation on PPE is computed using the straight-line method over the PPE's estimated useful lives.

Freehold land is not depreciated as it has an unlimited useful life. The Group has established the estimated range of useful lives for different categories of PPE as follows:

Categories	Years
Leasehold improvement	Period of lease or 10–20 years, as applicable, whichever is less
Buildings	20
Plant and equipment	
Network equipment (including passive infrastructure)	3 – 25
Computer	3 – 5
Furniture and fixture and office equipment	1 – 5
Vehicles	5

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at least, at each financial year end so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effect of any change in the estimated useful lives, residual values and/or depreciation method are accounted for prospectively, with depreciation calculated over the PPE's remaining revised useful life. The cost and the accumulated depreciation for PPE sold, scrapped, retired, or otherwise disposed of are de-recognised from the statement of financial position and the resulting gains/(losses) are included in the profit and loss within other income/other expenses, respectively.

PPE in the course of construction less any accumulated impairment is carried at cost and presented separately as CWIP (including capital advances) in the statement of financial position until ready for use at which point it is transferred to PPE and subsequently depreciated. Such cost comprises the purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any other directly attributable costs.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

2. Summary of material accounting policies continued

2.8 Intangible assets

Identifiable intangible assets are recognised when the Group controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be measured reliably.

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable net assets acquired (refer to note 2.4). Goodwill is not amortised; however, it is tested for impairment (refer to note 2.9) and carried at cost less accumulated impairment losses, if any. The gains/(losses) on the disposal of a cash-generating unit (group of CGUs) includes the carrying amount of goodwill relating to the group of CGUs sold. In case goodwill has been allocated to group of CGUs, allocation of goodwill is determined based on the relative value of the operations sold in order to compute the gain/(losses).

Intangible assets that are acquired in a business combination are initially recognised at fair value at the acquisition date. Other intangible assets are recognised at cost which includes its purchase price and cash price equivalent of deferred payments beyond normal credit terms, if any. Intangible assets with definite useful life are carried at cost less accumulated amortisation and any impairment losses. Amortisation is computed using the straight-line method over the expected useful life.

Subsequent expenditure on intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognised in profit and loss as incurred.

The Group has established the estimated useful lives of different categories of intangible assets as follows:

- **Software**

Software is amortised over the software licence period, generally not exceeding three years.

- **Licences (including spectrum)**

Acquired licences and spectrum are amortised commencing from the date when the related network is available for intended use in the relevant jurisdiction over the relevant licence period. The useful lives generally range from two to twenty-five years.

In addition, the Group incurs a fee on licences/spectrum that is calculated based on the revenue/usage parameters of the licensee entity. These fees are recognised as an expense in profit and loss when incurred.

- **Internally-generated intangible assets – research and development expenditure**

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised, if and only if, all of the following conditions have been met:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- The intention to complete the intangible asset and use or sell it
- The ability to use or sell the intangible asset
- The intangible asset will generate probable future economic benefits
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset
- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit and loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, if any.

- **Derecognition of intangible assets**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

2.9 Impairment of non-financial assets

a. Goodwill

Goodwill is tested for impairment, at least annually or earlier, in case circumstances indicate that the carrying value may exceed the recoverable amount (higher of fair value less costs to sell and the value -in-use). For the purpose of impairment testing, goodwill is allocated to a cash-generating-unit (CGU) or group of CGUs (CGUs) which are expected to benefit from the acquisition-related synergies and represent the lowest level within the entity at which the goodwill is monitored for internal management purposes, but not higher than an operating segment. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment occurs when the carrying value of a CGU/CGUs, including goodwill, exceeds the estimated recoverable amount of the CGU/CGUs. The recoverable amount of a CGU/CGUs is the higher of its fair value less costs to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU/CGUs.

The total impairment loss of a CGU/CGUs is allocated first to reduce the carrying value of goodwill allocated to that CGU/CGUs and then to the other assets of that CGU/CGUs – on pro-rata basis of the carrying value of each asset.

b. Property, plant and equipment, Right-of-use assets, Intangible assets and Intangible assets under development

At each reporting date, the Group reviews the carrying amounts of its PPE, right-of-use assets, CWIP and finite-lived intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. Intangible assets under development are tested for impairment, at least annually or earlier, in case circumstances indicate that those may be impaired.

For the purpose of impairment testing, the recoverable amount (that is, higher of the fair value less costs to sell and the value-in-use) is determined on an individual asset basis, unless the asset does not generate cash flows that are largely independent of those from other assets, in which case the recoverable amount is determined at the CGU level to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss representing the excess of recoverable value over the carrying value of the asset/CGU is recognised immediately in profit and loss.

2. Summary of material accounting policies continued

c. Reversal of impairment losses

Impairment loss in respect of goodwill is not reversed. For assets, excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed, only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit and loss.

2.10 Financial instruments

a. Recognition, classification and presentation

Financial instruments are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the financial instrument.

The Group determines the classification of its financial instruments at initial recognition.

The Group classifies its financial assets into the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

The Group has classified all non-derivative financial liabilities as measured at amortised cost.

Financial assets with embedded derivatives are considered in their entirety for determining the contractual terms of the cash flow and accordingly, embedded derivatives are not separated. However, derivatives embedded in non-financial instrument/financial liability (measured at amortised cost) host contracts are classified as separate derivatives, if their economic characteristics and risks are not closely related to those of the host contracts.

Financial assets and liabilities arising from different transactions are offset against each other and the resultant net amount is presented in the statement of financial position, if and only when the Group currently has a legally enforceable right to set off the related recognised amounts and intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

The amounts held by electronic account holders in their mobile money wallets are presented separately in the balance sheet as 'mobile money wallet balance'. The amounts held in bank on behalf of such electronic account holders are restricted for use by the Group and are presented as 'balance held under mobile money trust'.

b. Measurement – Non-derivative financial instruments

I. Initial measurement

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 and loss.

Difference between transaction price and fair value at initial recognition

The transaction price is generally the best evidence of the financial instrument's initial fair value. However, it is possible for an entity to determine that the instrument's fair value is not the transaction price. The difference (if any) between the transaction amount and the fair value is accounted for as follows:

- The difference is recognised in the profit and loss, only if fair value is evidenced by a quoted price in an active market for an identical asset or liability (level 1 input) or based on a valuation technique that uses only data from observable markets.
- In all other cases, an entity recognises the instrument at fair value and defers the difference between the fair value at initial recognition and the transaction price in the statement of financial position.

II. Subsequent measurement – financial assets

The subsequent measurement of non-derivative financial assets depends on their classification as follows:

- **Financial assets measured at amortised cost**

Assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost using the effective interest rate (EIR) method (if the impact of discounting/any transaction costs is significant). Interest income from these financial assets is included in finance income.

EIR is the rate that exactly discounts the estimated future cash receipts or payments (including all fees and transaction costs that form an integral part of the effective interest rate) over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

- **Financial assets measured fair value through other comprehensive income (FVTOCI)**

Assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling 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 are measured at FVTOCI. Changes to carrying amount as a result of foreign exchange gains and losses, impairment gains and

losses and interest income calculated using effective interest method are recognised in profit or loss. All other changes in the carrying amount are recognised in other comprehensive income and accumulated under the heading 'other components of equity' reserve. When these assets are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

2. Summary of material accounting policies continued

Financial assets at fair value through profit or loss (FVTPL)

All equity instruments and financial assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVTOCI) are measured at FVTPL. Interest (based on the EIR method) and dividend income from financial assets at FVTPL along with other gains/losses arising from changes in the fair value is recognised in profit and loss within finance income/finance costs.

Difference between transaction price and fair value at initial recognition

In cases, where the initial fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on observable inputs, on subsequent measurement, the difference between initial fair value and transaction price is recognised in profit and loss on an appropriate basis (e.g., straight-line) over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

Impairment

The company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and debt instruments carried at FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, 12-month expected credit loss (ECL) is used to provide for impairment loss, otherwise, lifetime ECL is used.

However, in the case of trade receivables and contract assets, the Group applies the simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

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

III. Subsequent measurement – financial liabilities

Financial liabilities are subsequently measured at amortised cost using the EIR method (if the impact of discounting/any transaction costs is significant).

c. Measurement – derivative financial instruments

Derivative financial instruments, including separated embedded derivatives, that are not designated as hedging instruments in a hedging relationship are classified as financial instruments at fair value through profit or loss. Such derivative financial instruments are initially recognised at fair value. They are subsequently measured at their fair value, with changes in fair value being recognised in profit and loss within finance income/finance costs.

d. Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit and loss.

2.11 Leases

At inception of a contract, the Group assesses a contract as, or containing, a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether the contract involves the use of an identified asset;the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and the Group has the right to direct the use of the asset.

Group as a lessee

The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, in the statement of financial position. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), variable lease payments that are based on index, the exercise price of a purchase option, if the lessee is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Subsequently, the lease liability is measured at amortised cost using the effective interest rate method. It is remeasured when there is a change in future lease payments, including changes in index or, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or when the lease contract is modified and the lease modification is not accounted for as a separate lease. The corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit and loss, if the carrying amount of the related right-of-use asset has been reduced to zero. Lease contracts denominated in foreign currency are remeasured using closing exchange rates at the end of each reporting period and the effect of such remeasurement is recognised within finance cost/income.

2. Summary of material accounting policies continued

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date less any lease incentives received, any initial direct costs, and restoration costs.

Subsequent to initial recognition, right-of-use asset are stated at cost less accumulated depreciation and any impairment losses and adjusted for certain remeasurements of the lease liability. Depreciation is computed using the straight-line method from the commencement date to the end of the useful life of the underlying asset or the end of the lease term, whichever is shorter. The estimated useful lives of right-of-use assets are determined on the same basis as those of the underlying asset.

In the statement of financial position, the right-of-use assets and lease liabilities are presented separately.

When a contract includes lease and non-lease components, the Group allocates the consideration in the contract on the basis of the relative stand-alone prices of each lease component and the aggregate standalone price of the non-lease components.

Short-term leases

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2.12 Taxes

The income tax expense comprises current and deferred income tax. Income tax is recognised in the profit and loss, except to the extent that it relates to items recognised outside profit and loss, in other comprehensive income or directly in equity, in which case the related income tax is also recognised accordingly within other comprehensive income or directly in equity.

a. Current tax

Current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date in the respective countries where the Group entities operate and generate taxable income. The payment made in excess/(shortfall) of the respective Group entities' income tax obligation for the respective periods are recognised in the statement of financial position under income tax assets/income tax liabilities, respectively.

Any interest relating to accrued liabilities for potential tax assessments are not included in the income tax charge or (credit), but are recognised within finance costs.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. These provisions are measured at the best estimate of the amount expected to become payable or based on the expected value approach, as applicable and are presented within current tax liabilities. The assessment is based on the judgement of tax professionals within the company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

b. Deferred tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax is not recognised, 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 profit nor taxable profit (tax loss). Further, deferred tax liabilities are not recognised, if they arise from the initial recognition of goodwill.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences, tax losses and tax credits can be utilised. To assess such probability, the Group considers profit generation capability of the taxable entity based on historical trends as well as forecast profitability for the foreseeable future. When it is probable that there will be future taxable profits, an evaluation is performed to assess the availability of sufficient deductible temporary differences during the foreseeable future, relating to the same taxation authority and in the same taxable entity.

Deferred tax is recognised on temporary differences arising on investments in subsidiaries, associate and joint venture unless the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets, recognised and unrecognised, are reviewed at each reporting date and assessed for recoverability based on best estimates of taxable profits for the foreseeable future.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority.

2.13 Inventories

Group's inventories include handsets, modems and related accessories.

Inventories are stated at the lower of cost (determined using the first-in-first-out method) and net realisable value. The costs comprise its purchase price and any directly attributable cost of bringing it to its present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated variable costs necessary to make the sale.

2.14 Cash and cash equivalents

Cash and cash equivalents include cash in hand, balances held in wallets, bank balances, cheques in hand and any deposits with original maturities of three months or less, i.e., that are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of a change in value. Cash equivalents are held for the purpose of meeting short-term cash commitments. However, for the purpose of the statement of cash flows, in addition to the above items, any bank overdrafts that are integral part of the Group's cash management and balances held under mobile money trust are also included as a component of cash and cash equivalents.

Term deposits with an original maturity of more than three months are presented within other bank balances.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

2. Summary of material accounting policies continued

2.15 Share capital

Ordinary shares are classified as equity when the Group has an unconditional right to avoid delivery of cash or another financial asset, that is, when the dividend and repayment of capital are at the sole and absolute discretion of the Group and there is no contractual obligation whatsoever to that effect.

2.16 Employee benefits

The Group's employee benefits mainly include wages, salaries, bonuses, defined contribution plans, defined benefit plans, other long-term benefits, including compensated absences and share-based payments. The employee benefits are recognised in the year in which the associated services are rendered by the Group employees. Short-term employee benefits are recognised in profit and loss at undiscounted amounts during the period in which the related services are rendered.

2.17 Provisions

a. General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and the amount of the obligation can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the relevant obligation, using a pre-tax rate that reflects current market assessments of the time value of money (if the impact of discounting is significant) and the risks specific to the obligation. The increase in the provision due to un-winding of the discounting due to the passage of time is recognised within finance costs.

b. Provision for legal, tax and regulatory matters

The Group is involved in various legal, tax and regulatory matters, the outcome of which may not be favourable to the Group. Management, in consultation with legal, tax and other advisers where required, assesses the likelihood that a pending claim will succeed against the Group. The Group recognises a provision in cases where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations arising from such claims.

2.18 Contingencies

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised unless virtually certain and disclosed only where an inflow of economic benefits is probable.

2.19 Revenue

Revenue is recognised upon the transfer of control of promised products or services to the customer at the consideration which the Group has received or expects to receive in exchange for those products or services, net of any taxes/duties and discounts. When determining the consideration to which the Group is entitled for providing promised products or services via intermediaries, the Group assesses whether the intermediary is a principal or agent in the onward sale to the end customer. To the extent that the intermediary is considered a principal, the consideration to which the Group is entitled is determined to be that receivable from the intermediary (accounted at gross). To the extent that the intermediary is considered to be an agent, the consideration to which the Group is entitled is determined to be the amount receivable from the ultimate customer (accounted at net off commission). Any upfront discount or commission provided to the intermediary is recognised as operating expenses where the intermediary is considered to be an agent.

The Group has entered into certain multiple-element revenue arrangements, which involve the delivery or performance of multiple products, services or rights to use assets. At the inception of the arrangement, all the deliverables within the contract are evaluated to determine whether they represent distinct performance obligations and, if so, they are accounted for separately.

Total consideration related to the multiple element arrangements is allocated to each performance obligation based on their relative standalone selling prices. The standalone selling prices are the prices at which the Group would sell a promised good or service separately to a customer.

Revenue is recognised when, or as, each distinct performance obligation is satisfied. The main categories of revenue and the basis of recognition are as follows:

- **Service revenue**

Service revenue is derived from the provision of telecommunications services and mobile money services to customers. The majority of the Group's customers subscribe to services on a pre-paid basis.

Telecommunications service revenue mainly pertains to usage, subscription charges for voice, data, messaging and value added services and customer onboarding charges.

Telecommunications services are considered to represent a single performance obligation as all are provided over the Group's network and transmitted as data representing a digital signal on the network. The transmission consumes network bandwidth and therefore, irrespective of the nature of the communication, the customer ultimately receives access to the network and the right to consume network bandwidth.

Customers primarily pay in advance for services of the Group. These cash amounts are recognised in deferred revenue in the consolidated statement of financial position and transferred to the profit and loss when the service obligation has been performed/ when the usage of services becomes remote.

The Group recognises revenue from these services over time as they are provided. Revenue is recognised over time based on actual units of telecommunications services provided during the reporting period as a proportion of the total units of telecommunications services to be provided.

Subscription charges are recognised over the subscription pack validity period.

Revenue recognised in excess of amounts invoiced are classified as unbilled revenue. If amounts invoiced/collected from a customer are in excess of revenue recognised, a deferred revenue/advance income is recognised.

Service revenue also includes revenue from interconnection/roaming charges for use of the Group's network by other operators for voice, data, messaging and signalling services.

Revenue from long distance operations comprise voice services and bandwidth services (including installation), which are recognised on the provision of services, provided over the period of the respective arrangements.

The Group has interconnect agreements with local and foreign operators. This allows customers from either network to originate or terminate calls to each other's network. Revenue is earned and recognised as per bilateral agreements when other operators' calls are terminated to the Group's network, i.e., when the service is rendered.

2. Summary of material accounting policies continued

As part of the mobile money services, the Group earns commission from merchants for facilitating recharges, bill payments and other merchant payments. It also earns commissions on the transfer of money from one customer wallet to another. Such commission is recognised as revenue at a point in time on fulfilment of these services by the Group.

Costs to obtain or fulfil a contract with a customer

The Group defers costs to obtain or fulfil a contract with a customer over expected average customer life determined based on churn rate specific to such contracts.

2.20 Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing costs which are not directly attributable to the acquisition, construction or production of an asset (that necessarily takes a substantial period of time to get ready for its intended use or sale) are expensed in the period they occur.

2.21 Operating profit

Operating profit is stated as revenue less operating expenditure, including depreciation and amortisation and operating exceptional items. Operating profit excludes finance income, finance costs, other non-operating income and share of profit of the associate and joint venture accounted for using equity method.

2.22 Exceptional items – alternative performance measures (APM)

Management exercises judgement in determining the adjustments to apply to IFRS measurements in order to derive APMs, which provide additional useful information on the underlying trends, performance and position of the Group. This assessment covers the nature of the item being one-off or non-routine and the significance of the impact of that item on reported performance in accordance with the Group's exceptional items policy.

To monitor performance, the Group uses the following APMs in addition to the APMs outlined on page 244.

- 'Underlying profit before tax' representing profit before tax for the period, excluding the impact of exceptional items.
- 'Underlying profit after tax' representing profit after tax for the period, excluding the impact of exceptional items and tax on exceptional items.

In measuring the performance of individual segments, the measure used by chief operating decision maker to review and assess the segmental performance is underlying EBITDA representing operating profit before depreciation, amortisation and exceptional items.

Exceptional items refer to items of income or expense within the consolidated statement of comprehensive income which are of such size, nature or incidence that their exclusion is considered necessary to explain the performance of the Group and improve the comparability between periods. Reversals of previous exceptional items are also considered as exceptional items. When applicable, these items include amongst others, currency devaluation of local currencies against the US dollar, network modernisation, share issue expenses, loan prepayment costs, the settlement of legal and regulatory cases, restructuring costs, impairments, gain on sale of tower assets and the initial recognition of deferred tax assets, etc.

The Group has US dollar liabilities in subsidiaries in which the US dollar is not the functional currency. Changes in the US dollar exchange rate against the relevant functional currency leads to foreign exchange gains or losses recorded in the statement of comprehensive income. With respect to the classification of whether these gains or losses, as a result of the devaluation (or appreciation) of local currencies against the US dollar, as an exceptional item, the Group presents the impact as an exceptional item, only if a particular currency has devalued (or appreciated) due to a structural change in the local market (for example as a result of changes in government policy) or the devaluation in a month is more than a threshold percentage. The devaluation (or appreciation) is also only reported as exceptional, if the resultant impact on the Group's profit before tax is higher than a monetary threshold. Reversals of foreign exchange losses as a result of the above are also reported as exceptional. The Group continues to review its exceptional items policy to align it to changes in the macro-economic environment. For the current year, this did not have a change on the amounts reported as exceptional items.

A breakdown of the exceptional items included in the profit and loss for the year is disclosed in note 11.

For other APMs, see pages 244 to 246.

2.23 Dividends

Dividends to shareholders of the company are deducted from retained earnings and recognised as a liability, in the year in which the dividends are approved by the shareholders. Interim dividends are deducted from the retained earnings when they are paid.

2.24 Treasury shares

The company is the sponsoring entity of an Employee Benefit Trust (EBT) which is controlled by the Group. The company provides funds to the EBT to enable it to satisfy its objectives. The company's equity instruments held by the EBT are accounted for as if they were the company's own equity and are treated as treasury shares. Such treasury shares are recorded at cost and deducted from equity. Refer to note 25.1 for details of treasury shares held by the EBT.

2.25 Earnings per share (EPS)

The Group presents the Basic and Diluted EPS data. Basic EPS is computed by dividing the profit for the period attributable to the owners of the company by the weighted average number of shares net of any treasury shares outstanding during the period.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential ordinary shares that would have an antidilutive effect on earnings per share.

3. Critical accounting estimates, assumptions and judgements

The estimates and judgements used in the preparation of these financial statements are continuously evaluated by the Group, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Group believes to be reasonable under the existing circumstances. These estimates and judgements are based on the facts and events that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

3. Critical accounting estimates, assumptions and judgements continued

Although the Group regularly assesses these estimates, actual results could differ materially from these estimates (even if the assumptions underlying such estimates were reasonable when made), if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognised in the financial statements in the year in which they become known.

3.1 Key sources of estimation uncertainty

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below:

- **Uncertain tax treatments**

Uncertainties exist with respect to the interpretation of complex tax regulations. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions/contingencies, based on reasonable estimates, for potential audits by the tax authorities in the respective countries in which it operates as well as where the probability of tax authorities accepting the Group's treatment is in doubt. The amount of direct tax provisions carried as part of current tax liabilities amounted to $14m and contingencies amounted to $13m (refer to note 28). Reflecting the complexities of tax regulations and international business relationships, as described above, the Group receives from time to time, demands from tax authorities. The Group assesses these demands and estimates whether a provision should be recorded or a contingent liability should be disclosed or whether the matter is considered to be remote. These estimates are based on various factors, such as experience from previous tax audits and the Group's interpretation of tax regulations by the taxable entity and the relevant tax authority. For those demands where the Group believes that currently there is a remote chance of the demand being successful against the Group, no provision is recorded nor a contingent liability is disclosed. However, these estimates which are uncertain may be subject to a material change within the next financial year which could lead to the recognition of additional material provisions or the disclosure of additional material contingent liabilities.

- **Contingent liabilities and provisions**

The Group is involved in various legal, indirect tax and regulatory matters, the outcome of which may not be favourable to the Group. Management, in consultation with legal, indirect tax and other advisers where required, assesses the likelihood that a pending claim will succeed. The Group has applied its judgement and has recognised liabilities based on whether additional amounts will be payable and has included contingent liabilities where economic outflows are considered possible but not probable. The Group carried provisions amounting to $19m in respect of indirect tax, legal and regulatory matters and discloses contingencies amounting to $112m. In recording or disclosing these amounts, the Group has estimated which claims are probable and consequently a provision has been recorded and which are possible for which a contingent liability is disclosed or whether the matter is considered to be remote. However, given the nature of these matters and size of such claims there may be a risk of a material change within the next financial year, including the recognition of additional provisions, should the Group not be successful in defending the cases where contingent liabilities are disclosed. For further details, refer to notes 24 and 28, respectively.

3.2 Critical judgements in applying the Group's accounting policies

In applying the accounting policies, other than those judgements which includes estimation uncertainty and are disclosed in note 3.1 above, the Group has made the following critical judgement:

As described in note 5(b), during the year, the Group incurred significant foreign exchange losses due to the devaluation of the Nigerian naira against the US dollar. While applying the accounting policy around the presentation of such impact as exceptional, the Group has made a judgement to present the foreign exchange losses as a result of this devaluation in the specific months of June 2023 and January to March 2024 as exceptional, in accordance with the Group's accounting policy as described in note 2.22. The critical judgement is, therefore, whether the foreign exchange losses meet the Group's policy as exceptional and whether the foreign exchange losses are of a size, nature and incidence that their exclusion is considered necessary to explain the underlying performance of the Group and to improve the comparability between periods. This is on the basis that the devaluation seen in June 2023 was due to structural changes within the Nigerian foreign exchange market, including abolishment of segmentation, with all segments now collapsing into the Investors and Exporters (I&E) window and the reintroduction of the 'Willing Buyer, Willing Seller' model at the I&E window, which led the Nigerian naira to the US dollar moving from 465 to 752 per USD, meaning that the monthly devaluation was also higher than threshold percentage as per Group's exceptional item policy. The devaluation seen in January 2024 also saw the Nigerian naira to the US dollar moving to 1,414 per USD, which was also above the threshold percentage as per Group's exceptional item policy. Over February and March 2024, the Nigerian naira to US dollar moved back to close at 1,303 per USD which was in effect a part reversal of the losses seen in January 2024. All devaluations seen in other months of the year were below the threshold percentage and, therefore, in line with Group policy have not been presented as exceptional. The total derivative and foreign exchange losses as a result of the devaluation of the Nigerian naira of $770m out of total derivative and foreign exchange losses as a result of the Nigerian naira devaluation of $1,070m have therefore been presented as exceptional.

4. New accounting pronouncements to be adopted on or after 1 April 2024

The following pronouncements issued by the IASB and endorsed by UKEB are relevant to the Group and effective for annual periods beginning on or after 1 January 2024. The Group's financial statements will be presented in accordance with these requirements, which are not expected to have a material impact on the consolidated results, financial position, or cash flows of the Group:

- Amendments to IFRS 16 in relation to sale and leaseback accounting.
- Amendments to IAS 1 in relation to 'classification of liabilities as current and non-current, and non-current liabilities with covenants'.
- Amendments to IAS 7 and IFRS 7 in relation to 'supplier finance arrangements'.

5. Significant transactions/new developments

a) On 10 May 2023, the directors recommended, and shareholders approved on 4 July 2023, a final dividend of 3.27 cents per ordinary share for the year ended 31 March 2023, which was paid on 26 July 2023 to the holders of ordinary shares on the register of members at the close of business on 23 June 2023.

5. Significant transactions/new developments continued

An interim dividend of 2.38 cents per share was also approved by the Board on 29 October 2023, which has been paid on 15 December 2023.

b) In June 2023, the Central Bank of Nigeria (CBN) announced changes to the operations in the Nigerian Foreign Exchange Market, including the abolishment of segmentation, with all segments now collapsing into the Investors and Exporters (I&E) window and the reintroduction of the 'Willing Buyer, Willing Seller' model at the I&E window.

As a result of this CBN decision, the Nigerian naira devalued against the US dollar by approximately 62% (USD appreciation of 38%) in the month of June 2023 where the exchange rate moved to 752 naira per USD as against the opening rate of 465 naira per USD.

The after-effects of the CBN announcement continued to impact the exchange rate materially during January 2024 when the Nigerian naira to the US dollar moved to 1,414 per USD which was also above the threshold percentage as per Group's exceptional item policy. Over February and March 2024, the Nigerian naira to US dollar moved back to close at 1,303 per USD which was in effect a part reversal of the losses seen in January 2024.

This resulted in a material impact on the Group's financial results arising from the translation of monetary items at closing exchange rates leading to material derivative and foreign exchange losses. Refer to page 50 of this report for further details. During the year, the devaluation of Nigerian naira has resulted in derivative and foreign exchange losses of $1,070m.

In line with the Group's policy on exceptional items and alternative performance measures, the impact of the devaluation pertaining to the months of June 2023 and January to March 2024 meet the criteria to be presented as exceptional as per the Group's exceptional item policy as described in note 2.22 and is of such size, nature and incidence that their exclusion is considered necessary to explain the underlying performance of the Group and to improve the comparability between periods. Therefore, the Group has presented as an exceptional item:

- the derivative and foreign exchange losses pertaining to the months of June 2023 and January to March 2024, amounting to $770m, and
- the corresponding tax impact of $250m.

Since the devaluation in other months did not meet the threshold criteria as per the Group's policy on exceptional items as described in note 2.22, the Group has not presented the impact pertaining to these months as exceptional.

Additionally, on account of the translation from naira to US dollar (presentation currency of the Group) of all the assets and liabilities (including goodwill) pertaining to the Group's Nigerian subsidiaries using the closing exchange rate at 31 March 2024 and income and expenses at the average exchange rates for the year ended 31 March 2024, the Group incurred a foreign exchange translation loss recorded in other comprehensive income amounting to $944m for the year ended 31 March 2024.

c) In November 2023, the Reserve Bank of Malawi (RBM) announced structural changes to the foreign exchange market with its decision to adjust the exchange rate from selling rate of MWK 1,180 to a selling rate of MWK 1,700 to the US dollar with effect from 9 November 2023. As part of the structural changes, the RBM started authorising dealer banks to freely negotiate exchange rates to trade with their clients and amongst themselves, notwithstanding any limitations previously in place. This change announced by the RBM is a structural and material change (i.e., more than threshold percentage devaluation in a month) and in line with the Group's policy on exceptional items and alternative performance measures as described in note 2.22, the impact of this change is of such size, nature and incidence that its exclusion is considered necessary to explain the underlying performance of the Group and improve the comparability between periods. Consequently, the Group has presented the impact arising in November 2023 amounting to $37m and the corresponding tax benefit $8m as an exceptional item.

Additionally, on account of translation from MWK to US dollar (presentation currency of the Group) of all the assets and liabilities (including goodwill) pertaining to the Group's subsidiaries in Malawi using the closing exchange rate at 31 March 2024 and income and expenses at the average exchange rates for the year ended 31 March 2024, the Group incurred a foreign exchange translation loss recorded in other comprehensive income amounting to $169m for the year ended 31 March 2024.

d) During the year ended 31 March 2024, the company completed the cancellation and extinction of all of its deferred shares (3,081,744,577 shares) of USD $0.50 nominal value each (the "Capital Reduction"), which was approved by shareholders at the annual general meeting of the company held on 4 July 2023, and was sanctioned by the High Court of England and Wales (the "High Court") on 15 August 2023 and became effective on 18 August 2023 on its certification by the Companies House. The effect of the Capital Reduction is to create additional distributable reserves of $1,541m which will be available to the company going forward and may be used to facilitate returns to shareholders in the future, whether in the form of dividends, distributions, or purchases of the company's own shares. Accordingly, and in line with the High Court approval, the carrying value of the deferred shares ($1,541m) has been transferred to retained earnings.

e) On 29 August 2023, Airtel Uganda Limited issued a prospectus in relation to the offer for sale of 8,000,000,000 ordinary shares, representing 20% of Airtel Uganda Limited on the Uganda Stock Exchange (USE) in line with the 20% minimum public listing obligation for all National Telecom Operators under the current Uganda Communications (Fees & Fines) (Amendment) Regulations 2020.

In November 2023, Airtel Uganda Limited completed an initial public offering (IPO) and listed on the Main Investment Market Segment of the Uganda Securities Exchange (USE) with a total of 4.4 billion shares (10.89% of Airtel Uganda Limited's total share capital) transferred to minority shareholders. Airtel Uganda received a three-year waiver from the Uganda Securities Exchange from the requirement to transfer the remaining 9.11% required to meet the 20% shareholding listing requirement.

This being a transaction with non-controlling shareholders, the impact of $49m (excess of consideration over proportionate net assets net of related transaction costs) has been taken into 'Transaction with NCI reserve' in the consolidated statement of changes in equity.

f) On 01 March 2024, the Company announced the commencement of its share buy-back programme. As part of the programme it entered into an agreement with Citigroup Global Markets Limited ("Citi") to conduct the first tranche of the buy-back amounting to a maximum of $50m and carry out on-market purchases of its ordinary shares with the company subsequently purchasing its ordinary shares from Citi. For the year ended 31 March 2024, the company bought back and cancelled 7,389,855 shares, resulting in 3,750,761,649 ordinary shares outstanding as of 31 March 2024. The purchase price of the shares bought back was $9m and the company carries a liability of $41m as part of 'other financial liabilities' relating to the remaining buy-back agreement with Citi. The nominal value ($0.5 per share) of the cancelled shares, amounting to $4m, has been transferred to the capital redemption reserve.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

6. Revenue

	For the year ended	
	31 March 2024	31 March 2023
Service revenue	**4,965**	5,245
Sale of products	**14**	10
	4,979	5,255

Transaction price allocated to the remaining performance obligations

Performance obligations that are unsatisfied (or partially unsatisfied) amounting to $123m as of 31 March 2024 and $183m as of 31 March 2023 will be satisfied respectively, within a period of the next year.

Revenue recognised that was included in the deferred revenue balance at the beginning of the year:

	For the year ended	
	31 March 2024	31 March 2023
Revenue recognised that was included in the deferred revenue balance at the beginning of the year	**183**	162

Significant changes in the unbilled revenue and deferred revenue balances during the year are as follows:

	For the year ended			
	31 March 2024		31 March 2023	
	Unbilled Revenue	**Deferred Revenue**	Unbilled Revenue	Deferred Revenue
Revenue recognised that was included in the deferred revenue balance at the beginning of the year	**–**	**183**	–	162
Increases due to cash received, excluding amounts recognised as revenue during the year	**–**	**123**	–	183
Transfers from unbilled revenue recognised at the beginning of the year to receivables	**59**	**–**	53	–

Reconciliation of costs to obtain or fulfil a contract with a customer

	For the year ended	
	31 March 2024	31 March 2023
Costs to obtain or fulfil a contract with a customer		
Opening balance	**124**	55
Costs incurred and deferred	**176**	171
Less: cost amortised	**(126)**	(95)
Less: FCTR impact	**(39)**	(7)
Closing balance	**135**	124

6.1 Segmental information

The Group's segment information is provided on the basis of geographical clusters and products to the Group's chief executive officer (chief operating decision maker – 'CODM') for the purposes of resource allocation and assessment of performance.

The Group's operating segments are as follows:

Nigeria mobile services – Comprising of mobile service operations in Nigeria.

East Africa mobile services – Comprising of mobile service operations in Uganda, Zambia, Kenya, Tanzania, Malawi and Rwanda.

Francophone Africa mobile services – Comprising of mobile service operations in the Democratic Republic of the Congo, Gabon, Chad, Niger, the Republic of the Congo, Madagascar and Seychelles.

Mobile money* – Comprising of mobile money services across the Group.

* Mobile money services segment consolidates the results of mobile money operations from all operating entities within the Group. Airtel Money Commerce B.V. (AMC BV) is the holding company for all mobile money services for the Group, and as of 31 March 2024 it controls all mobile money operations, excluding operations in Nigeria. It is management's intention to continue work to transfer the Nigerian mobile money services operations into AMC BV, subject to local regulatory approvals.

Each segment derives revenue from the respective services housed within each segment as described above. Expenses, assets and liabilities primarily related to the corporate headquarters and centralised functions of the Group are presented as unallocated items.

The amounts reported to CODM are based on the accounting principles used in the preparation of the financial statements. Each segment's performance is evaluated based on segment revenue and segment result.

The segment result is underlying EBITDA (defined as operating profit/(loss) for the period before depreciation, amortisation and exceptional items). This is the measure reported to the CODM for the purpose of resource allocation and assessment of segment performance. During the years ended 31 March 2024 and 31 March 2023, the definition of EBITDA is equal to underlying EBITDA since there are no exceptional items pertaining to EBITDA and, therefore, EBITDA is presented in the segment information below.

6. Revenue continued

Inter-segment pricing and terms are reviewed and changed by management to reflect changes in market conditions and changes to such terms are reflected in the period in which the changes occur.

The 'Eliminations' column comprises inter-segment transactions eliminated upon consolidation.

Segment assets and segment liabilities comprise those assets and liabilities directly managed by each segment. Segment assets primarily include receivables, property, plant and equipment, capital work in progress, right-to-use assets, intangibles assets, inventories and cash and cash equivalents. Segment liabilities primarily include operating liabilities. Segment capital expenditure comprises investment in property, plant and equipment, capital work in progress, intangible assets (excluding licences) and capital advances.

Investment elimination upon consolidation and resulting goodwill impacts are reflected in the 'Eliminations' column.

Summary of the segmental information and disaggregation of revenue for the year ended and as of 31 March 2024 is as follows:

	Nigeria mobile services	East Africa mobile services	Francophone Africa mobile services	Mobile money	Others (unallocated)	Eliminations	Total
Revenue from external customers							
Voice revenue	710	850	619	–	–	–	2,179
Data revenue	654	621	459	–	–	–	1,734
Mobile money revenue[1]	–	–	–	649	–	–	649
Other revenue[2]	136	138	129	–	14	–	417
Total revenue from external customers	1,500	1,609	1,207	649	14	–	4,979
Inter-segment revenue	3	13	6	188	8	(218)	–
Total revenue	1,503	1,622	1,213	837	22	(218)	4,979
EBITDA	811	788	512	436	(119)	–	2,428
Less:							
Depreciation and amortisation	264	287	209	18	10	–	788
Finance costs							
– Derivative and foreign exchange losses							
Nigerian naira							1,070
Other currencies							189
– Other finance costs							482
Finance income							(38)
Share of profit of associate and joint venture accounted for using equity method							(0)
Loss before tax							(63)
Other segment items							
Capital expenditure	252	284	157	27	17	–	737
As of 31 March 2024							
Segment assets	1,675	2,336	1,647	1,151	20,774	(17,722)	9,861
Segment liabilities	1,890	2,569	2,346	929	9,338	(9,511)	7,561
Investment in associate accounted for using equity method (included in segment assets above)	–	–	5	–	–	–	5

1 Mobile money revenue is net of inter-segment elimination of $188m mainly for commission on sale of airtime. It includes $126m pertaining to East Africa mobile services and a balance of $62m pertaining to Francophone Africa mobile services.

2 Other revenue includes messaging, value added services, enterprise, site sharing and handset sale revenue.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

6. Revenue continued

Summary of the segmental information and disaggregation of revenue for the year ended and as of 31 March 2023 is as follows:

	Nigeria mobile services	East Africa mobile services	Francophone Africa mobile services	Mobile money	Others (unallocated)	Eliminations	Total
Revenue from external customers							
Voice revenue	1,052	835	604	–	–	–	2,491
Data revenue	884	537	366	–	–	–	1,787
Mobile money revenue[1]	–	–	–	540	–	–	540
Other revenue[2]	189	124	114	–	10	–	437
Total revenue from external customers	2,125	1,496	1,084	540	10	–	5,255
Inter-segment revenue	3	12	6	152	4	(177)	–
Total revenue	2,128	1,508	1,090	692	14	(177)	5,255
EBITDA	1,101	755	480	344	(105)	–	2,575
Less:							
Depreciation and amortisation	344	260	190	17	7	–	818
Finance costs							
– Derivative and foreign exchange losses							
Nigerian naira							224
Other currencies							114
– Other finance costs							414
Finance income							(29)
Share of profit of associate and joint venture accounted for using equity method							(0)
Profit before tax							1,034
Other segment items							
Capital expenditure	293	256	151	33	15	–	748
As of 31 March 2023							
Segment assets	2,634	2,255	1,599	945	25,485	(21,752)	11,166
Segment liabilities	2,193	2,393	2,359	742	12,839	(13,168)	7,358
Investment in associate accounted for using equity method (included in segment assets above)	–	–	4	–	–	–	4

1 Mobile money revenue is net of inter-segment elimination of $152m mainly for commission on sale of airtime. It includes $103m pertaining to East Africa mobile services and a balance of $49m pertaining to Francophone Africa mobile services.

2 Other revenue includes messaging, value added services, enterprise, site sharing and handset sale revenue.

Geographical information disclosure based on physical location of non-current assets (PPE, CWIP, ROU, intangible assets, including goodwill and intangible assets under development):

	As of	
	31 March 2024	31 March 2023
United Kingdom	**0**	0
Nigeria	**1,320**	2,379
The Netherlands (including goodwill)	**2,517**	3,464
Others[1]	**3,003**	2,889
Total	**6,840**	8,732

1 Majorly includes other African countries where the Group operates.

7. Employee benefits expense

	For the year ended	
	31 March 2024	31 March 2023
Salaries and bonuses	**254**	243
Defined contribution plan cost	**15**	12
Defined benefit plan cost	**1**	5
Staff welfare expenses	**21**	18
Others	**10**	9
	301	287

Employee benefit expenses include directors' remuneration. For further information about the remuneration of individual directors, refer to pages 156 and 160 of the directors' remuneration report.

Details of year end and monthly average number of people employed by the Group during the year:

	For the year ended			
	31 March 2024		31 March 2023	
	Year end	**Average**	Year end	Average
Nigeria	**787**	**784**	779	728
East Africa	**1,275**	**1,266**	1,250	1,252
Francophone Africa	**1,160**	**1,153**	1,144	1,148
Corporate and others	**910**	**883**	827	779
Total	**4,132**	**4,086**	4,000	3,907

8. Other operating expenses

Other operating expenses include the following:

	For the year ended	
	31 March 2024	31 March 2023
Repairs and maintenance	**30**	24
Travel and conveyance	**20**	16
Charitable donation	**2**	2

8.1 Auditor's remuneration

The total remuneration of the Group's auditor, Deloitte LLP and other component audit firms, for services provided to the Group during the year ended 31 March 2024 and 2023, respectively, is analysed below (in US$ thousands):

	For the year ended	
	31 March 2024 ($ '000)	31 March 2023 ($ '000)
Audit services		
Fees payable to the company's auditor and their associates for the audit of the company's annual accounts	**2,813**	2,407
Fees payable to the company's auditor and their associates for the audit of the company's subsidiaries	**1,985**	2,011
Total audit fees	**4,798**	4,418
Non-audit services		
Fees payable to the company's auditor associates for quarterly assurance services performed by component teams	**1,145**	1,099
Fees payable to the company's auditor and their associates for other assurance services	**665**	488
Fees payable to the company's auditors for half yearly review procedures performed by Deloitte UK for the purposes of Airtel Africa plc	**366**	342
Total non-audit fees	**2,176**	1,929
Total fees	**6,974**	6,347

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

9. Depreciation and amortisation

	For the year ended	
	31 March 2024	31 March 2023
Depreciation	**676**	715
Amortisation	**112**	103
	788	818

10. Finance costs and income

	For the year ended	
	31 March 2024	31 March 2023
Finance costs		
Derivative and foreign exchange losses		
– Net loss on foreign exchange		
Nigerian naira	**863**	133
Other currencies	**183**	126
– Net loss/(gain) on derivative financial instruments		
Nigerian naira	**207**	91
Other currencies	**6**	(12)
	1,259	338
Other finance costs		
– Interest on borrowings and other financial liabilities	**240**	168
– Interest on lease liabilities	**195**	194
– Bank charges, corporate guarantee fees and commitment fees	**16**	20
– Other finance charges	**31**	32
	482	414
Finance income		
Interest income on deposits and others	**38**	29
	38	29

11. Exceptional items

Underlying profit before tax excludes the following exceptional items:

	For the year ended	
	31 March 2024	31 March 2023
(Loss)/profit before tax	**(63)**	1,034
Add: exceptional items		
Finance costs		
– Derivative and foreign exchange losses		
Nigerian naira (refer to note 5(b))	**770**	–
Malawian kwacha (refer to note 5(c))	**37**	–
	807	–
Underlying profit before tax	**744**	1,034

11. Exceptional items continued

Underlying profit after tax excludes the following exceptional items:

	For the year ended	
	31 March 2024	31 March 2023
(Loss)/profit after tax	**(89)**	750
– Exceptional items (as above)	**807**	–
– Tax on above exceptional items		
Nigerian naira (refer to note 5(b))	**(250)**	–
Malawian kwacha (refer to note 5(c))	**(8)**	–
– Deferred tax asset recognition[1]	**–**	(161)
	549	(161)
Underlying profit after tax	**460**	589

1 During the year ended 31 March 2023, the Group had recognised deferred tax assets in Airtel Kenya. Airtel Kenya had carried forward losses and temporary differences on which deferred tax was not previously recognised. Considering Airtel Kenya's profitability trends, that tax losses were utilised and, on the basis of forecast future taxable profits, the Group had determined that it was probable that taxable profits would be available against which the tax losses and temporary differences could be utilised. Consequently, the deferred tax asset recognition criteria were met, leading to the recognition of an additional deferred tax asset of $117m during the year ended 31 March 2023. Additionally, the Group had also recognised deferred tax assets on initial temporary differences for an extended period in Airtel Tanzania and Airtel DRC amounting to $19m and $25m, respectively, based on updated probability of future taxable profits in these subsidiaries

Profit attributable to non-controlling interests amounting to $76m (31 March 2023: $87m) includes a loss of $4m (31 March 2023: gain of $10m) during the year ended 31 March 2024, relating to the above exceptional items.

12. Income tax

The major components of the income tax expense are:

	As of	
	31 March 2024	31 March 2023
Current income tax		
– For the year	**333**	407
– Adjustments for prior periods	**(1)**	1
	332	408
Deferred tax		
– Origination and reversal of temporary differences	**(274)**	(10)
– Recognition of deferred tax on tax losses and temporary differences	**–**	(119)
– Adjustments for prior periods[1]	**(32)**	5
	(306)	(124)
Income tax expenses	**26**	284

1 As of 31 March 2024, this primarily includes amount of deferred tax liability on undistributed earnings in Nigeria reversed due to negative retained earnings owing to foreign exchange loss recorded during the year.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

12. Income tax continued

Factors affecting the tax expense for the year

The table below explains the differences between the expected tax expense, being the aggregate of the Group's geographical split of profit/(loss) multiplied by the relevant local tax rates and the Group's total tax expense for each year:

	For the year ended	
	31 March 2024	31 March 2023
Continuing profit before tax as shown in the consolidated income statement	**(63)**	1,034
Blended tax rate[1]	**32.0%**	32.3%
Tax expense at the Group's blended tax rate	**(20)**	334
Effect of:		
Tax on dividend and undistributed retained earnings of subsidiaries	**28**	51
Deferred tax triggered during the year[2]	**–**	(119)
Deferred tax recognised on projected profitability[3]	**(15)**	(33)
Irrecoverable withholding taxes	**26**	20
Adjustment in respect of previous years	**(34)**	5
Settlement of various disputes	**1**	0
Expenses (net) not taxable/(deductible)	**9**	(5)
Losses for which no deferred tax asset recognised	**28**	25
Other tax	**3**	6
Income tax expense	**26**	284

1 Blended tax rate has been derived by applying the following formula: profit/(loss) before tax for each entity multiplied by respective statutory tax rate/consolidated profit before tax.

For effective tax rate, refer to the alternative performance measures (APM) on pages 244 to 249.

2 As of 31 March 2023, $119m of deferred tax asset (DTA) was recognised on brought forward tax losses and temporary differences for Airtel Kenya for the first time due to continued improvement in profitability. Out of $119m of deferred tax, $117m was recognised under exceptional items for the initial recognition of DTA based on forecasted profitability.

3 During 2023/24, deferred tax asset (net) of $29m recognised in the DRC, $5m in Tanzania and ($19m) in Niger. During 2022/23, deferred tax asset was recognised for $19m in the DRC and $14m in Tanzania, respectively, for initial temporary differences based on forecasted profitability.

The analysis of deferred tax assets and liabilities is as follows:

Deferred tax assets and liabilities are consolidated jurisdiction wise at component level. The break-up of deferred tax assets and net deferred tax liabilities is summarised below.

Deferred tax in jurisdictions with net deferred tax assets is comprised of:

	As of	
	31 March 2024	31 March 2023
Deferred tax assets (net)		
a) Deferred tax asset arising out of		
Carried forward losses	**178**	127
Fair valuation of financial instruments and exchange differences	**323**	68
Depreciation/amortisation on PPE/intangible assets	**80**	99
Provision for impairment of trade receivables/advances	**30**	28
Deferred tax asset on fair valuation of PPE/intangible assets	**5**	11
Employee benefits	**8**	8
Provision for inventories	**3**	3
Deferred revenue	**2**	3
Others	**4**	2
b) Deferred tax liability due to		
Fair valuation of financial instruments and exchange differences	**(8)**	–
Depreciation/amortisation on PPE/intangible assets	**(78)**	(9)
Others	**(4)**	(3)
	543	337

12. Income tax continued

Deferred tax in jurisdictions with net deferred tax liabilities is comprised of:

	As of	
	31 March 2024	31 March 2023
Deferred tax liabilities (net)		
a) Deferred tax liability due to		
Deferred tax liability on retained earnings	**(29)**	(54)
Depreciation/amortisation on PPE/intangible assets	**(46)**	(213)
Fair valuation of financial instruments and exchange differences	**(0)**	(0)
Others	**(3)**	(5)
b) Deferred tax asset arising out of		
Provision for impairment of trade receivables/advances	**5**	10
Carried forward losses	**–**	76
Fair valuation of financial instruments and exchange differences	**2**	68
Deferred revenue	**2**	2
Employee benefits	**1**	2
Provision for inventories	**0**	3
Others	**1**	3
	(67)	(108)

Net deferred tax asset/(liability) reflected in the statement of financial position is as follows:

	As of	
	31 March 2024	31 March 2023
Deferred tax assets	**543**	337
Deferred tax liabilities	**(67)**	(108)
Net	**476**	229

Movement reflected in profit and loss for each of the temporary differences and tax losses carry forward is as follows:

	As of	
	31 March 2024	31 March 2023
Deferred tax expenses /(benefit)		
Carried forward losses	**(15)**	(58)
Depreciation/amortisation on PPE/intangible assets	**(31)**	(12)
Undistributed retained earnings	**(21)**	(16)
Fair valuation of financial instruments and exchange differences	**(241)**	(28)
Provision for impairment of trade receivables/advances	**0**	(10)
Deferred revenue	**1**	(0)
Deferred tax on fair valuation of PPE/intangible	**(1)**	0
Employee benefits	**0**	(2)
Provision for inventories	**3**	(2)
Others	**(1)**	4
	(306)	(124)

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

12. Income tax continued

The movement in net balance of deferred tax asset and liabilities from prior year end is as follows:

	As of	
	31 March 2024	31 March 2023
Opening balance	**229**	108
Tax credit recognised in statement of profit and loss	**306**	124
Translation adjustment recognised in other comprehensive loss and others	**(59)**	(3)
Closing balance	**476**	229

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and carry forward tax losses/credits can be utilised. Accordingly, the Group has not recognised deferred tax assets in respect of deductible temporary differences and carry forward tax losses of $891m and $927m as of 31 March 2024 and 31 March 2023, respectively, as it is not currently probable that relevant taxable profits will be available in future. The applicable tax rates vary from 20% to 33%, depending on the tax jurisdiction in which the respective Group entity operates.

Unused tax losses and deductible temporary differences for which no deferred tax assets is recognised:

	As of	
	31 March 2024	31 March 2023
Expiring within five years	**257**	222
Expiring beyond five years	**–**	20
Unlimited	**634**	685
	891	927

Unused tax losses and deductible temporary differences for which deferred tax assets is recognised:

	As of	
	31 March 2024	31 March 2023
Expiring within five years	**–**	–
Expiring beyond five years	**–**	–
Unlimited	**1,750**	1,100
	1,750	1,100

The Group has not recognised deferred tax liability with respect to unremitted retained earnings and associated foreign currency translation reserve related to to certain of its subsidiaries where the Group is in a position to control the timing of the distribution of profits, and it is probable that the subsidiaries will not distribute the profits in the foreseeable future. The taxable temporary difference associated with unremitted retained earnings is $24m and $29m as of 31 March 2024 and 31 March 2023, respectively. The distribution of the unremitted retained earnings is expected to attract a tax in range of 5% to 20% depending on the tax rate applicable as of 31 March 2024 in the jurisdiction, in which the respective the Group entity operates.

Factors affecting the tax charge in future years:

a) The Group's future tax charge and effective tax rate could be affected by the following factors:

- Change in income tax rate in any of the jurisdictions in which the Group operates
- Overall profit mix between profit and loss making entities
- Withholding tax on distributed and undistributed retained earnings of subsidiaries
- Recognition of deferred tax assets in any of the Group's entities

b) The Group is routinely subjected to audits by tax authorities in the jurisdictions in which the Group operates. The Group recognises tax provisions based on reasonable estimates for those matters where determination of tax is uncertain but it is considered probable that there will be a future outflow of funds to tax authorities. The amount of these provisions is based on various factors, such as experience of previous tax audits and different interpretations of tax regulations by the tax authorities in jurisdictions in which the Group operates. The amount ultimately paid for these uncertain tax cases may differ materially and could, therefore, affect the Group's overall profitability and cash flows in the future.

The tax impact of a transaction disclosed as contingent liability can also be uncertain until a conclusion is reached with the relevant tax authority or through a legal process (refer to note 28 for details of the contingencies pertaining to income tax).

13. Earnings per share (EPS)

The details used in the computation of basic EPS:

	For the year ended 31 March 2024	For the year ended 31 March 2023
(Loss)/profit for the year attributable to owners of the company	**(165)**	663
Weighted average ordinary shares outstanding for basic EPS[1]	**3,750,641,207**	3,751,665,898
Basic (loss)/earnings per share	**(4.4) cents**	17.7 cents

The details used in the computation of diluted EPS:

	For the year ended 31 March 2024	For the year ended 31 March 2023
(Loss)/profit for the year attributable to owners of the company	**(165)**	663
Weighted average ordinary shares outstanding for diluted EPS[1,2]	**3,750,641,207**	3,756,867,853
Diluted (loss)/earnings per share	**(4.4) cents**	17.7 cents

1 The difference between the basic and diluted number of shares at the end of March 2023 being 5,201,955 shares relates to awards committed but not yet issued under the Group's share-based payment schemes.

2 The 6,017,906 shares granted under different share-based plans are not included in the calculation of diluted earnings per share for the year ended 31 March 2024 as these are anti-dilutive on account of losses during the year. These options could potentially dilute basic earnings per share in future.

14. Property, plant and equipment (PPE)

The following table presents the reconciliation of changes in the carrying value of PPE for the year ended 31 March 2024 and 31 March 2023:

	Leasehold improvements	Buildings	Land	Plant and equipment[2]	Furniture and fixture	Vehicles	Office equipment	Computer	Total	Capital work in progress[3]
Gross carrying value										
Balance as of 1 April 2022	49	47	26	3,045	62	22	55	703	4,009	189
Additions/capitalisation	3	–	0	614	17	0	15	51	700	735
Disposals/adjustments[1]	(0)	–	–	(20)	(3)	(0)	(3)	(5)	(31)	(700)
Foreign currency translation impact	(3)	(4)	(1)	(390)	(6)	(0)	(6)	(53)	(463)	(12)
Balance as of 31 March 2023	49	43	25	3,249	70	22	61	696	4,215	212
Additions/capitalisation	**1**	**–**	**1**	**556**	**10**	**–**	**15**	**45**	**628**	**722**
Disposals/adjustments[1]	**–**	**(1)**	**–**	**(29)**	**(5)**	**–**	**–**	**(4)**	**(39)**	**(628)**
Foreign currency translation impact	**(6)**	**(9)**	**(2)**	**(1,394)**	**(14)**	**(1)**	**(19)**	**(144)**	**(1,589)**	**(74)**
Balance as of 31 March 2024	**44**	**33**	**24**	**2,382**	**61**	**21**	**57**	**593**	**3,215**	**232**
Accumulated depreciation										
Balance as of 1 April 2022	44	20	0	1,003	23	20	32	653	1,795	–
Charge	1	2	–	374	13	0	13	32	435	–
Disposals/adjustments[1]	(0)	–	–	(18)	(3)	(0)	(1)	(5)	(27)	–
Foreign currency translation impact	(3)	(3)	(0)	(222)	(3)	(0)	(5)	(47)	(283)	–
Balance as of 31 March 2023	42	19	–	1,137	30	20	39	633	1,920	–
Charge	**2**	**2**	**–**	**341**	**12**	**0**	**15**	**34**	**406**	**–**
Disposals/adjustments[1]	**(0)**	**(0)**	**–**	**(35)**	**(5)**	**1**	**3**	**1**	**(35)**	**–**
Foreign currency translation impact	**(6)**	**(5)**	**–**	**(739)**	**(9)**	**(1)**	**(14)**	**(129)**	**(903)**	**–**
Balance as of 31 March 2024	**38**	**16**	**–**	**704**	**29**	**20**	**43**	**539**	**1,388**	**–**
Net carrying value										
As of 1 April 2022	5	27	26	2,042	39	2	23	50	2,214	189
As of 31 March 2023	7	24	25	2,112	40	2	22	63	2,295	212
As of 31 March 2024	**6**	**17**	**24**	**1,679**	**31**	**1**	**15**	**54**	**1,827**	**232**

1 Related to the reversal of gross carrying value and accumulated depreciation on retirement/disposal of PPE and reclassification from one category of asset to another.

2 Includes PPE secured against the Group's borrowings outstanding of $139m and $44m as at 31 March 2024 and 31 March 2023, respectively. For details of the security, refer to note 21.2.

3 The carrying value of capital work-in-progress as of 31 March 2024 and 31 March 2023 mainly pertains to plant and equipment.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

15. Intangible assets

The following table presents the reconciliation of changes in the carrying value of goodwill and other intangible assets for the year ended 31 March 2024 and 2023:

		Other intangible assets				
	Goodwill	Software	Licences (including spectrum)[2]	Others	Total	Intangibles under development
Gross carrying value						
Balance as of 1 April 2022	3,827	3	1,042	30	1,075	2
Additions/capitalisation	–	–	322	9	331	738
Disposals/adjustments[1]	–	–	(41)	–	(41)	(331)
Foreign currency translation impact	(311)	–	(106)	(2)	(108)	(10)
Balance as of 31 March 2023	3,516	3	1,217	37	1,257	399
Additions/capitalisation	**–**	**1**	**344**	**11**	**356**	**33**
Disposals/adjustments[1]	**–**	**4**	**(1)**	**–**	**3**	**(356)**
Foreign currency translation impact	**(947)**	**(0)**	**(604)**	**(1)**	**(605)**	**(72)**
Balance as of 31 March 2024	**2,569**	**8**	**956**	**47**	**1,011**	**4**
Accumulated amortisation						
Balance as of 1 April 2022	–	3	416	24	443	–
Charge	–	–	99	4	103	–
Disposals/adjustments[1]	–	–	(41)	0	(41)	–
Foreign currency translation impact	–	–	(60)	(1)	(61)	–
Balance as of 31 March 2023	–	3	414	27	444	–
Charge	**–**	**2**	**103**	**7**	**112**	**–**
Disposals/adjustments[1]	**–**	**–**	**(1)**	**0**	**(1)**	**–**
Foreign currency translation impact	**–**	**(0)**	**(268)**	**(1)**	**(269)**	**–**
Balance as of 31 March 2024	**–**	**5**	**248**	**33**	**286**	**–**
Net carrying value						
As of 1 April 2022	3,827	–	626	6	632	2
As of 31 March 2023	3,516	–	803	10	813	399
As of 31 March 2024	**2,569**	**3**	**708**	**14**	**725**	**4**

1 Mainly consists of reversal of gross carrying value and accumulated depreciation on retirement of intangibles and reclassification from one category of asset to another. Also includes movement from intangible asset under development on capitalisation.

2 The Group capitalises deferred spectrum licence payments, for which the Group is under an obligation for payment until the expiry of the licence period. Consequently, intangible assets are recognised at the present value of such payments with a corresponding liability.

The weighted average remaining amortisation period of the Group's licences as of 31 March 2024 and 2023 is 10.38 years and 10.35 years, respectively.

Impairment review

The carrying amount of goodwill is attributed to the following groups of CGUs, which are also the Group's operating segments:

	As of	
	31 March 2024	31 March 2023
Nigeria – mobile services	**318**	900
East Africa – mobile services	**834**	927
Francophone Africa – mobile services	**500**	503
Mobile money services	**917**	1,186
	2,569[1]	3,516

1 The decrease in carrying amount of goodwill by $947m is due to foreign currency translation differences (for more details, refer to note 5(b) and 5(c)).

The Group tests goodwill for impairment annually on 31 December. The carrying value of goodwill as of 31 December 2023 was $436m, $833m, $503m and $967m for Nigeria mobile services, East Africa mobile services and Francophone Africa mobile services and mobile money services, respectively. The recoverable amounts of the above group of CGUs are based on value-in-use, which are determined based on ten-year business plans that have been approved by the Board.

15. Intangible assets continued

Whilst the Board performed a long-term viability assessment over a three-year period, for the purposes of assessing liquidity (refer to long-term viability statement on pages 80-81), the Group has adopted a ten-year plan for the purpose of impairment testing due to the following reasons:

- The Group operates in emerging markets where the telecommunications and mobile money markets are underpenetrated when compared to developed markets. In these emerging markets, short-term plans (for example, five years) are not indicative of the long-term future prospects and performance of the Group.
- The life of the Group's regulatory telecom licences and network assets are at an average of ten years, the spectrum renewals happen for a period of ten years or more and in general the replacement of technology happens after a similar duration, and
- The potential opportunities of the emerging African telecom and mobile money sectors, which is mostly a two-to-three player market with lower smartphone penetration.

Accordingly, the Board approved that this planning horizon reflects the assumptions for medium- to long-term market developments, appropriately covers dynamics of emerging markets and better reflects the expected performance in the markets in which the Group operates.

While using the ten-year plan, the Group also considers external market data to support the assumptions used in such plans, which is generally available only for the first five years. Considering the degree of availability of external market data beyond year five, the Group has performed sensitivity analysis to assess the impact on impairment of using a five-year plan. The results of this sensitivity analysis demonstrate that the initial five-year plan with appropriate changes, including long-term growth rates applied at the end of this period does not result in any impairment and does not decrease the recoverable value by more than 10% in any of the group of CGUs as compared to the recoverable value using the ten-year plan. Furthermore, the Group is confident that projections for years six to ten are reliable and can demonstrate its ability, based on past experience, to forecast cash flows accurately over a longer period. Accordingly, the Board has approved and the Group continues to follow a consistent policy of using an initial forecast period of ten years for the purpose of impairment testing.

The nominal cash flows used in the impairment tests reflect the Group's current assessment of the impact of climate change and associated commitments the Group has made (refer to our climate change disclosures on pages 63-70). Based on the analysis conducted so far, the Group is satisfied that the impact of climate change does not lead to an impairment as of 31 December 2023 and is adequately covered as part of the sensitivities disclosed below.

The nominal cash flows beyond the planning period are extrapolated using appropriate long-term terminal growth rates. The long-term terminal growth rates used do not exceed the long-term average growth rates of the respective industry and country in which the entity operates and are consistent with internal/external sources of information.

The inputs used in performing the impairment assessment as of 31 December 2023 were as follows:

Assumptions	Nigeria mobile services	East Africa mobile services	Francophone Africa mobile services	Mobile money services
Pre-tax discount rate	33.55%	21.76%	22.18%	23.59%
Capital expenditure (as a percentage of revenue)	5%–18%	12%–28%	10%–15%	2%–5%
Long-term growth rate	11.00%	7.74%	6.81%	7.79%

As of 31 December 2023, the impairment testing did not result in any impairment in the carrying amount of goodwill in any group of CGUs.

The key assumptions in performing the impairment assessment are as follows:

Assumptions	Basis of assumptions
Discount rate	Nominal discount rate reflects the market assessment of the risks specific to the group of CGUs and are estimated based on the weighted average cost of capital for respective CGUs.
Capital expenditure	The cash flow forecasts of capital and spectrum licences expenditure are based on experience after considering the expenditure required to meet coverage, licence and capacity requirements relating to voice, data and mobile money services.
Long-term growth rates	The growth rates into perpetuity used are in line with the nominal long-term average growth rates of the respective industry and country in which the entity operates and are consistent with the internal/external sources of information.

As of 31 December 2023, the impairment testing did not result in any impairment in the carrying amount of goodwill in any group of CGUs. The results of the impairment tests using these rates show that the recoverable amount exceeds the carrying amount by $1,263m for Nigeria mobile services (76%), $2,211m for East Africa mobile services (92%), $994m for Francophone Africa mobile services (64%) and $3,410m for Mobile money (328%), respectively. The Group, therefore, concluded that no impairment was required to the goodwill held against each group of CGUs. Subsequent to December 2023, the Group has also performed indicator testing for impairment of goodwill and has concluded that there are no indicators of impairment (including on account of devaluation of Nigeria naira).

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

15. Intangible assets continued

Sensitivity in discount rate and capital expenditure

Management believes that no reasonably possible change in any of the key assumptions would cause the difference between the carrying value and recoverable amount for any cash-generating unit to be materially different from the recoverable value in the base case. The table below sets out the breakeven pre-tax discount rate for each group of CGUs, which will result in the recoverable amount being equal with the carrying amount for each group of CGUs:

	Nigeria mobile services	East Africa mobile services	Francophone Africa mobile services	Mobile money services
Pre-tax discount rate	47.47%	32.37%	31.73%	67.24%

The table below presents the increase in isolation in absolute capital expenditure as a percentage of revenue (across all years of the impairment review) which will result in equating the recoverable amount with the carrying amount for each group of CGUs:

	Nigeria mobile services	East Africa mobile services	Francophone Africa mobile services	Mobile money services
Capital expenditure (as a percentage of revenue)	7.12%	8.33%	6.07%	22.34%

No reasonably possible change in the terminal growth rate would cause the carrying amount to exceed the recoverable amount.

Impairment assessment for the year ended 31 March 2023:

The inputs used in performing the impairment assessment as of 31 December 2022 were as follows:

Assumptions	Nigeria mobile services	East Africa mobile services	Francophone Africa mobile services	Mobile money services
Pre-tax discount rate	33.38%	23.01%	21.07%	26.10%
Capital expenditure (as a percentage of revenue)	6% – 23%	8% – 20%	9% – 26%	1% – 5%
Long-term growth rate	7.64%	7.30%	7.35%	7.47%

The key assumptions in performing the impairment assessment are as follows:

Assumptions	Basis of assumptions
Discount rate	Nominal discount rate reflects the market assessment of the risks specific to the group of CGUs and estimated based on the weighted average cost of capital for respective CGUs.
Capital expenditure	The cash flow forecasts of capital and spectrum licences expenditure are based on experience after considering the expenditure required to meet coverage, licence and capacity requirements relating to voice, data and mobile money services.
Long-term growth rates	The growth rates into perpetuity used are in line with the nominal long-term average growth rates of the respective industry and country in which the entity operates and are consistent with the internal/external sources of information.

As of 31 December 2022, the impairment testing did not result in any impairment in the carrying amount of goodwill in any group of CGUs. The results of the impairment tests using these rates show that the recoverable amount exceeds the carrying amount by $1,342m for Nigeria mobile services (54%), $1,593m for East Africa mobile services (66%), $1,512m for Francophone Africa mobile services (105%) and $2,688m for mobile money services (198%), respectively. The Group, therefore, concluded that no impairment was required to the goodwill held against each groups of CGUs.

Sensitivity in discount rate and capital expenditure

Management believes that no reasonably possible change in any of the key assumptions would cause the difference between the carrying value and recoverable amount for any cash generating unit to be materially different from the recoverable value in the base case. The table below sets out the break-even pre-tax discount rate for each group of CGUs, which will result in the recoverable amount being equal with the carrying amount for each group of CGUs:

	Nigeria mobile services	East Africa mobile services	Francophone Africa mobile services	Mobile money services
Pre-tax discount rate	46.89%	32.34%	33.37%	55.00%

The table below presents the increase in isolation in absolute capital expenditure as a percentage of revenue (across all years of the impairment review) which will result in equating the recoverable amount with the carrying amount for each group of CGUs:

	Nigeria mobile services	East Africa mobile services	Francophone Africa mobile services	Mobile money services
Capital expenditure (as a percentage of revenue)	6.21%	8.15%	8.89%	20.24%

No reasonably possible change in the terminal growth rate would cause the carrying amount to exceed the recoverable amount.

16. Derivative financial instruments

	As of	
	31 March 2024	31 March 2023
Assets		
Currency swaps, forward and option contracts	**10**	4
Interest swaps	**0**	9
	10	13
Liabilities		
Currency swaps, forward and option contracts	**177**	48
Interest swaps	**0**	–
Embedded derivatives	**0**	0
	177	48
Non-current derivative financial assets	**0**	9
Current derivative financial assets	**10**	4
Non-current derivative financial liabilities	**(33)**	(43)
Current derivative financial liabilities	**(144)**	(5)
	(167)	(35)

The Group holds derivatives which are accounted for as 'fair value through profit or loss' (FVTPL). In some of these derivatives, on recognition, since the fair value of these derivatives could neither be evidenced by a quoted price in an active market nor data from any observable markets was available, the difference between the fair value at initial recognition and the transaction price is deferred and recognised on a straight line basis over the tenure of such derivatives. The fair value of the derivatives is determined based on a valuation report by the derivative issuer.

A reconciliation of day one aggregate difference is not recognised at the beginning and the end of the year of changes in the balance of this difference is as follows:

	For the year ended	
	31 March 2024	31 March 2023
Opening balance	**21**	1
Difference between fair value on initial recognition and transaction price	**–**	30
Less: aggregate difference recognised in profit and loss	**(15)**	(10)
Closing balance	**6**	21

17. Other non-financial assets

Non-current

	As of	
	31 March 2024	31 March 2023
Prepayments[1]	**81**	80
Advances (net)[2]	**30**	37
Cost to obtain or fulfil a contract with a customer	**35**	34
Others	**0**	–
	146	151

1 Prepayments mainly include advance payments in respect of capacity indefeasible right to use (IRUs) and lease contracts for which leases are yet to commence.

2 Advances (net) mainly includes payments made to various government authorities under protest, for tax, legal and regulatory sub judice matters and are net of allowance recognised as part of the Group's recoverability assessment of $13m and $13m as of 31 March 2024 and 2023, respectively.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

17. Other non-financial assets continued

Current

	As of	
	31 March 2024	31 March 2023
Cost to obtain or fulfil a contract with a customer	**100**	90
Prepayments[1]	**60**	70
Taxes recoverable[2]	**61**	69
Advances to suppliers (net)[3]	**20**	24
Others[4]	**13**	6
	254	259

1 Prepayments mainly include advance payment in respect of capacity indefeasible right to use (IRU), network costs and advance payments for lease contracts for which leases are yet to commence.

2 Taxes recoverable include customs duty, sales tax and value added tax.

3 Advance to suppliers (net) are disclosed net of provision of $6m and $7m as of 31 March 2024 and 2023, respectively.

4 Others mainly include claims receivable from vendors based on contractual arrangements and employee advances net of related provision of $6m and $5m as of 31 March 2024 and 2023, respectively.

18. Trade receivables

	As of	
	31 March 2024	31 March 2023
Trade receivable[1]	**357**	329
Less: allowance for impairment of trade receivables	**(173)**	(184)
	184	145

1 Refer to note 31 for credit risk.

The movement in allowances for doubtful debts is as follows:

	For the year ended	
	31 March 2024	31 March 2023
Opening balance	**184**	180
Additions	**25**	40
Reversal	**(18)**	(28)
Foreign currency translation impact recognised in OCI	**(18)**	(8)
Closing balance	**173**	184

There has been no change in the estimation techniques or significant assumptions made in calculating the provision.

19. Cash and bank balances

Cash and cash equivalents

	As of	
	31 March 2024	31 March 2023
Balances with banks		
– On current accounts	**192**	248
– Bank deposits with original maturity of three months or less	**311**	272
Balance held in wallets	**111**	64
Remittance in transit	**5**	1
Cash on hand	**1**	1
	620	586

Other bank balances

	As of	
	31 March 2024	31 March 2023
Term deposits with banks with original maturity of more than three months but less than 12 months	**344**	117
Margin money deposits[1]	**9**	14
Unpaid dividend	**0**	0
	353	131

1 Margin money deposits represent amount given as collateral for legal cases and/or bank guarantees for disputed matters.

For the purpose of the statement of cash flows, cash and cash equivalents are as follows:

	As of	
	31 March 2024	31 March 2023
Cash and cash equivalents as per statement of financial position	**620**	586
Balance held under mobile money trust	**737**	616
Bank overdraft	**(457)**	(361)
	900	841

20. Financial assets – others

Current

	As of	
	31 March 2024	31 March 2023
Unbilled revenue	**35**	59
Claims recoverable[1]	**20**	41
Interest accrued on investments/deposits	**10**	3
Others[2]	**41**	39
	106	142

1 This primarily includes receivables under the Group's tower sale agreements.

2 This primarily relates to advances given as collateral for currency swaps, and an amount receivable from minority shareholders on account of issue of share capital in one of the subsidiaries.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

21. Borrowings

Non-current

	As of	
	31 March 2024	31 March 2023
Secured		
Term loans[1]	124	35
	124	35
Unsecured		
Term loans[1]	823	644
Non-convertible bonds[1,2]	–	554
	823	1,198
	947	1,233

Current

	As of	
	31 March 2024	31 March 2023
Secured		
Term loans[1]	15	9
	15	9
Unsecured		
Non-convertible bonds[1,2]	550	–
Term loans[1]	404	575
Bank overdraft	457	361
	1,411	936
	1,426	945

1 Includes debt origination costs.

2 Includes impact of fair value hedges (refer to note 31).

21.1 Analysis of borrowings

The details given in notes 21.1.1, 21.1.2 and 21.2 are based on contractual cash flows before adjusting for debt origination cost and fair valuation adjustments pertaining to the Group's fair value hedges.

21.1.1 Repayment terms of borrowings

The table below summarises the maturity profile of the Group's borrowings:

	As of	
	31 March 2024	31 March 2023
Within one year	1,426	945
Between one and two years	386	826
Between two and five years	523	345
Over five years	45	62
	2,380	2,178

21. Borrowings continued

21.1.2 Currency of borrowings

	Total borrowings	Floating rate borrowings	Fixed rate borrowings
USD	**1,243**	**529**	**714**
Euro	**69**	**69**	**–**
UGX	**157**	**152**	**5**
KES	**306**	**278**	**28**
XAF	**158**	**–**	**158**
XOF	**62**	**–**	**62**
NGN	**185**	**2**	**183**
Others	**200**	**129**	**71**
31 March 2024	**2,380**	**1,159**	**1,221**
USD	1,430	713	717
Euro	70	70	–
UGX	136	116	20
KES	128	89	39
XAF	141	–	141
XOF	77	–	77
Others	196	137	59
31 March 2023	2,178	1,125	1,053

21.2 Security details

The Group has taken borrowings in certain subsidiaries. The details of security provided against such borrowings are as follows:

		Outstanding borrowing amount		
Entity	Relation	31 March 2024	31 March 2023	Security Details
Airtel Networks Limited	Subsidiary	**89**	1	Pledge of all fixed and floating assets.
Airtel Tanzania plc	Subsidiary	**50**	43	First pari-passu security in form of fixed and floating charge over all assets, with certain agreed exclusions, for the outstanding amount with a maximum amount of up to 125% of the facility.

The $550m USD bonds maturing in 2024 contain a negative pledge covenant whereby Bharti Airtel Limited and certain of its significant subsidiaries are not permitted to create any security interest to secure any indebtedness for borrowed money or obligations evidenced by bonds, debentures or notes (among other things, and subject to certain exceptions), without at the same time granting security equally and ratably to the holders of these bonds.

These bonds also contain an event of default clause which gets triggered, if Bharti Airtel Limited (intermediate parent entity) ceases to control, directly or indirectly, at least 51% of the voting power of the voting stock of Bharti Airtel International (Netherlands) B.V. (a subsidiary of the Group) in addition to other events of default which are usual and customary to such bonds.

These bonds are guaranteed by Bharti Airtel Limited (intermediate parent entity), for detail refer to note 30. Such guarantee is considered an integral part of the bonds and, therefore, accounted for as part of the same unit of account.

21.3 Unused lines of credit[1]

The below table provides details of undrawn credit facilities that are available to the Group.

	As of	
	31 March 2024	31 March 2023
Undrawn credit facilities	**404**	859

1 Excluding non-fund based facilities such as bank guarantees.

For updated details around the committed facilities available to the Group as of the date of authorisation of financial statements, refer to note 2.2 on going concern.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

22. Financial liabilities – others

Non-current

	As of	
	31 March 2024	31 March 2023
Deferred payment liability	**139**	142
Security deposits	**3**	3
Others	**4**	2
	146	147

Current

	As of	
	31 March 2024	31 March 2023
Payable against capital expenditure	**269**	377
Interest accrued but not due	**46**	26
Security deposit[1]	**11**	13
Deferred payment liability	**27**	40
Dividend payable to NCI	**19**	13
Others[2]	**68**	64
	440	533

1 This pertains to deposits received from customers/channel partners, which are repayable on demand after adjusting the outstanding from such customers/ channel partners.

2 This mainly pertains to amount payable of $41m in respect of ordinary shares buy-back programme and interest received on trust bank accounts.

23. Other non-financial liabilities

Non-current

	As of	
	31 March 2024	31 March 2023
Income received in advance	**13**	13
Others	**3**	–
	16	13

Current

	As of	
	31 March 2024	31 March 2023
Taxes payable[1]	**182**	187
Income received in advance	**33**	5
	215	192

1 Taxes payable includes value added tax, excise, withholding taxes and other taxes payable.

24. Provisions

Non-current

	As of	
	31 March 2024	31 March 2023
Provision for defined benefit obligations	**12**	11
Provision for other long-term employee benefits	**8**	8
Asset retirement obligations[1]	**2**	2
Total	**22**	21

24. Provisions continued

Current

	As of	
	31 March 2024	31 March 2023
Provision for short-term employee benefits payable	**45**	43
Provision for sub judice matters	**19**	30
Provision for defined benefit obligations	**10**	6
Provision for other long- term employee benefits	**4**	4
Total	**78**	83

1 The amount of future cash outflows to meet the asset retirement obligations are subject to inherent uncertainties due to limited availability of information on the amount of cost to be incurred in future.

The movement of provision for sub judice matters is as given below:

	For the year ended 31 March 2024		
	Indirect tax cases	**Legal and regulatory cases**	**Total**
Opening balance	**11**	**19**	**30**
Additions during the year	**3**	**2**	**5**
Reversal during the year	**(2)**	**(1)**	**(3)**
Utilised/settled during the year	**(5)**	**(8)**	**(13)**
Closing balance	**7**	**12**	**19**

	For the year ended 31 March 2023		
	Indirect tax cases	Legal and regulatory cases	Total
Opening balance	12	51	63
Additions during the year	5	2	7
Reversal during the year	(3)	(12)	(15)
Utilised/settled during the year	(3)	(22)	(25)
Closing balance	11	19	30

For details of contingent liabilities, refer to note 28.

25. Share capital

	As of	
	31 March 2024	31 March 2023
Issued, subscribed and fully paid-up shares		
3,750,761,649 ordinary shares of $0.50 each (March 2023: 3,758,151,504) – refer to note 5(f)	**1,875**	1,879
Nil deferred shares of $0.50 each (March 2023: 3,081,744,577) – refer to note 5(d)	**-**	1,541
	1,875	3,420

25.1 Treasury shares

Details of movement in treasury shares:

	For the year ended			
	31 March 2024		31 March 2023	
	Number of shares	**Amount**	Number of shares	Amount
Opening balance	**7,326,058**	**12**	4,932,206	7
Purchased during the year	**1,400,955**	**2**	6,327,804	11
Exercised during the year	**(1,638,525)**	**(3)**	(3,933,952)	(6)
Closing balance	**7,088,488**	**11**	7,326,058	12

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

25. Share capital continued

Terms/rights attached to equity shares

The company has the following two classes of ordinary shares:

- Ordinary shares having par value of $0.50 per share. Each holder of equity shares is entitled to cast one vote per share and carry a right to dividends.
- Deferred shares of $0.50 each. These shares have been cancelled and extinguished during the year ended 31 March 2024. For details, refer to note 5(d).

26. Other equity

Retained earnings

Retained earnings represent the amount of accumulated earnings of the company and gains/(losses) on common control transactions.

The company's distributable reserves are equal to the balance of its retained earnings of $2,227m (as presented on page 240 in the company only financial statements). The majority of the distributable reserves are held in investment and operating subsidiaries. Management continuously monitors the level of distributable reserves in each company in the Group, ensuring adequate reserves are available for upcoming dividend payments and that the company has access to these reserves.

Capital redemption reserve

The capital redemption reserve reflects the nominal value of shares cancelled as part of the Group's share buy-back programme.

a. Other components of equity

	Foreign currency translation reserve	Share stablisation reserve	Share based payment reserve	Capital redemption reserve[1]	Treasury shares and other reserves[2]	Total
As of 1 April 2022	(2,412)	7	1	–	(7)	(2,412)
Net losses due to foreign currency translation differences	(341)	–	–	–	–	(341)
Purchase of own shares (net)	–	–	–	–	(5)	(5)
Employee share-based payment reserve	–	–	0	–	–	0
As of 31 March 2023	(2,753)	7	1	–	(12)	(2,758)
As of 01 April 2023	**(2,753)**	**7**	**1**	**–**	**(12)**	**(2,758)**
Net losses due to foreign currency translation differences	**(1,141)**	**–**	**–**	**–**	**–**	**(1,141)**
Purchase of own shares (net)	**–**	**–**	**–**	**–**	**1**	**1**
Ordinary shares buy-back programme (refer to note 5(f))	**–**	**–**	**–**	**4**	**(41)**	**(37)**
Employee share-based payment reserve	**–**	**–**	**2**	**–**	**–**	**2**
As of 31 March 2024	**(3,894)**	**7**	**3**	**4**	**(53)**	**(3,933)**

1 Capital redemption reserve of $4m created on account of cancellation of ordinary shares buy-back during the year. Refer to note 5(f).

2 Treasury shares and other reserves includes:

- $41m as of 31 March 2024 (March 2023: Nil) related to reserve created on account of launch of buy-back scheme
- $11m as of 31 March 2024 (March 2023: $12m) related to the treasury shares held by EBT on behalf of the Group. Refer to note 25.1

26.1 Dividends

	For the year ended	
	31 March 2024	31 March 2023
Distributions to equity holders in the year:		
Final dividend for the year ended 31 March 2023 of 3.27 cents (March 2022: 3 cents) per share	**123**	113
Interim dividend for the year ended 31 March 2024 of 2.38 cents (March 2023: 2.18 cents) per share	**89**	82
	212	195
Proposed dividend for the year ended 31 March 2024 of 3.57 cents (March 2023: 3.27 cents) per share	**133**	123

The proposed final dividend is subject to approval by shareholders at the Annual General Meeting (AGM) and has not been included as a liability in these financial statements. The proposed dividend is payable to all ordinary shareholders on the register of members as of 21 June 2024. The payment of this dividend will not have any tax consequences for the Group.

27. Investments in subsidiaries

The details (principal place of operation/country of incorporation, principal activities and percentage ownership interest and voting power (direct/indirect) held by the Group) of subsidiaries are set out in note 33.

Summarised financial information of the principal subsidiaries having material non-controlling interests is as follows:

A. Airtel Tanzania plc

Summarised financial position

	As of	
	31 March 2024	31 March 2023
Assets		
Non-current assets	**520**	518
Current assets	**64**	182
Liabilities		
Non-current liabilities	**250**	225
Current liabilities	**191**	318
Equity	**143**	157
% of ownership interest held by NCI	**49%**	49%
Accumulated NCI[1]	**89**	98

1 Includes share of goodwill of $19m (March 2023: $21m).

Summarised income statement

	For the year ended	
	31 March 2024	31 March 2023
Revenue	**309**	337
Net profit	**18**	70
Other comprehensive loss	**(16)**	(0)
Total comprehensive income	**2**	70
Profit allocated to NCI	**9**	34

Summarised cash flows

	For the year ended	
	31 March 2024	31 March 2023
Net cash inflow from operating activities	**122**	103
Net cash outflow from investing activities	**(83)**	(66)
Net cash outflow from financing activities	**(41)**	(25)
Net cash (outflow)/inflow	**(2)**	12
Dividend paid to NCI during the year (included in cash flow from financing activities)	**6**	36

B. Airtel Malawi plc

Summarised financial position

	As of	
	31 March 2024	31 March 2023
Assets		
Non-current assets	**115**	123
Current assets	**47**	79
Liabilities		
Non-current liabilities	**64**	38
Current liabilities	**106**	122
Equity	**(8)**	42
% of ownership interest held by NCI	**20%**	20%
Accumulated NCI[1]	18	42

1 Includes share of goodwill of $20m (March 2023: $33m).

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

27. Investments in subsidiaries continued

Summarised income statement

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue	164	164
Net profit	(9)	34
Other comprehensive loss	(8)	(9)
Total comprehensive income	(17)	25
Profit allocated to NCI	(2)	7

Summarised cash flows

	For the year ended 31 March 2024	For the year ended 31 March 2023
Net cash inflow from operating activities	89	82
Net cash outflow from investing activities	(77)	(5)
Net cash outflow from financing activities	(24)	(56)
Net cash (outflow)/inflow	(12)	21
Dividend paid to NCI during the year (included in cash flow from financing activities)	5	6

C. Airtel Mobile Commerce B.V. sub-group (i.e., including subsidiaries of AMC BV)

Summarised financial position

	As of 31 March 2024	As of 31 March 2023
Assets		
Non-current assets	52	42
Current assets	1,086	757
Liabilities		
Non-current liabilities	23	20
Current liabilities	894	592
Equity	220	187
% of effective ownership interest held by NCI[1]	21%	26%
Accumulated NCI	47	48

1 Reduction in NCI primarily consists of release of escrow shares on completion of restructuring period as per agreement with NCI shareholders. The effective shareholding of 21% also takes into account NCI in subsidiaries within the AMC BV group (i.e., Tanzania, Niger and the Republic of the Congo).

Summarised income statement

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue	806	584
Net profit	248	183
Other comprehensive loss	(19)	(9)
Total comprehensive income	229	174
Profit allocated to NCI	55	47

Summarised cash flows

	For the year ended 31 March 2024	For the year ended 31 March 2023
Net cash inflow from operating activities	482	220
Net cash outflow from investing activities	102	(42)
Net cash outflow from financing activities	(174)	(151)
Net cash inflow	410	27
Dividend paid to NCI during the year (included in cash flow from financing activities)	51	31

28. Contingent liabilities and commitments

(i) Contingent liabilities

	As of	
	31 March 2024	31 March 2023
(a) Taxes, duties and other demands (under adjudication/appeal/dispute)		
– Income tax	**13**	16
– Value added tax	**20**	20
– Customs duty and excise duty	**9**	9
– Other miscellaneous demands	**7**	5
(b) Claims under legal and regulatory cases, including arbitration matters	**76**	82
	125	132

There are uncertainties in the legal, regulatory and tax environment in the countries in which the Group operates, and there is a risk of demands, which may be raised based on current or past business operations. Such demands have been challenged in the past and contested on merits with the relevant authorities and appropriate settlements agreed.

The reduction of $7m in contingent liabilities during the year ended 31 March 2024 is primarily due to currency devaluation in subsidiaries.

The company and its subsidiaries are currently and may become, from time to time, involved in a number of legal proceedings, including inquiries from, or discussions with, governmental authorities that are incidental to their operations. As of 31 March 2024, the Group's key contingent liabilities include the following:

Claims under legal and regulatory cases, including arbitration matter

One of the subsidiaries of the Group is involved in a dispute with one of its vendors, with respect to invoices for services provided to a subsidiary under a service contract. The original order under the contract was issued by the subsidiary for a total amount of Central African franc (CFA) 473,800,000 (approximately $1m). In 2014, the vendor-initiated arbitration proceedings claiming a sum of approximately CFA 1.9 billion (approximately $3m) based on the court award. Multiple court proceeding have happened from 2015 onwards and in mid-May 2019, the lower courts imposed a penalty of CFA 35 billion (approximately $58m), based on which certain banks of the subsidiary were summoned to release the funds. The subsidiary immediately lodged an appeal in the Supreme Court for a stay of execution which was granted. Subsequently, the vendor filed an appeal before the Common Court of Justice and Arbitration (CCJA). Quite unexpectedly, in April 2020, the CCJA lifted the Supreme Court stay of execution. In May 2021, the Commercial Division of the High Court maintained new seizures carried out by the vendor. The subsidiary appealed and the Court of Appeal determination on the seizures is pending as of April 2022. In March 2022 the CCJA interpreted its judgment of March 2019 to indicate that the daily penalty could not be maintained after its ruling dated 18 November 2018.

Separately, in December 2020 the subsidiary initiated criminal proceedings against the vendor for fraud and deceitful conduct. In February 2021, the investigating judge issued an order to cease the investigation which was appealed by the Subsidiary. In March 2022, the Court Appeal quashed the investigative judge order and allowed the investigation into the vendor to resume. Testimony in the criminal investigation case happened on 26 April 2022 in front of the criminal court of appeal where the honorable judge has further re-examined the facts from the representatives of the subsidiary against this case. A stay of execution was issued on 30 May 2022 by the Chamber of Accusation in favour of subsidiary until the time criminal investigation is completed. In October 2023, the criminal court ordered the dismissal of the case despite evidence of initial payment provided to the judge. The subsidiary has appealed to the Supreme Court, and a decision is awaited.

As per the law no civil action can be initiated against the subsidiary while criminal proceedings are ongoing. On 30 November 2022, subsidiary was notified that plaintiff has appealed in the court of cassation against the stay of execution dated 30 May 2022. Subsidiary has filed its response on 26 January 2023. On 8 May 2023, the subsidiary filed an application in the Commercial court to seek a cease-and-desist order against the vendor. The matter is pending before the Commercial court, and the substantial appeal has been transferred to CCJA in February 2024.

The Group still awaits the ruling on the merits of the case, and the outcome of the criminal investigations, and until that time has disclosed this matter as Contingent Liability for $58m (included in the closing contingent liability). No provision has been made against this claim.

In addition to the individual matters disclosed above, in the ordinary course of business, the Group is a defendant or co-defendant in various litigations and claims which are immaterial individually.

Guarantees

Guarantees outstanding as of 31 March 2024 and 31 March 2023 amounting to $12m and $9m, respectively, have been issued by banks and financial institutions on behalf of the Group. These guarantees include certain financial bank guarantees which have been given for sub judice matters and the amounts with respect to these have been disclosed under capital commitments, contingencies and liabilities, as applicable, in compliance with the applicable accounting standards.

(ii) Commitments

Capital commitments

The Group has contractual commitments towards capital expenditure (net of related advances paid) of $317m and $313m as of 31 March 2024 and 31 March 2023, respectively.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

29. Leases

(a) As a lessee

Right-of-use assets

2023-24	Plant and equipment	Others	Total
Balance at 1 April 2023	**1,397**	**100**	**1,497**
Additions	**794**	**19**	**813**
Depreciation charge for the year	**(255)**	**(15)**	**(270)**
Foreign currency translation impact	**(547)**	**(10)**	**(557)**
Balance at 31 March 2024	**1,389**	**94**	**1,483**

2022-23	Plant and equipment	Others	Total
Balance at 1 April 2022	1,034	75	1,109
Additions	738	45	783
Depreciation charge for the year	(267)	(13)	(280)
Foreign currency translation impact	(108)	(7)	(115)
Balance at 31 March 2023	1,397	100	1,497

Lease liabilities

	As of	
	31 March 2024	31 March 2023
Maturity analysis:		
Less than one year	**561**	572
Later than one year but not later than two years	**398**	545
Later than two years but not later than five years	**959**	912
Later than five years but not later than nine years	**1,037**	468
Later than nine years	**188**	38
Total undiscounted lease liabilities	**3,143**	2,535
Current lease liabilities	**357**	395
Non-current lease liabilities	**1,732**	1,652
Total lease liabilities included in the statement of financial position	**2,089**	2,047

Amounts recognised in profit or loss

	For the year ended	
	31 March 2024	31 March 2023
Interest on lease liabilities	**195**	194

i. Plant and equipment

The Group leases passive infrastructure for providing telecommunications services under composite contracts which include lease of passive infrastructure and land on which the passive infrastructure is built as well as maintenance, security, provision of energy and other services. These leases typically run for a period of 3-15 years. Some leases include an option to renew the lease mainly for an additional period of 3-10 years after the end of the initial contract term based on renegotiation of lease rentals. Since the renewals are subject to re-negotiation in rentals which can be a major determining factor, the Group has only considered the original lease period for lease term determination on account that it is not probable that the Group will extend the leases. A portion of certain lease payments change on account of changes in index. Such payment terms are common in lease agreements in the countries where the Group operates. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

ii. Other leases

The Group's other leases comprise lease of offices, shops, showrooms, guest houses, warehouses, data centres, vehicles and Indefeasible right of use (IRU).

30. Related party disclosure

(a) List of related parties

i. Parent company

Airtel Africa Mauritius Limited

ii. Intermediate parent entities

Network i2i Limited
Bharti Airtel Limited
Bharti Telecom Limited

iii. Ultimate controlling entity

Bharti Enterprises (Holding) Private Limited. It is held by private trusts of Bharti family, with Mr. Sunil Bharti Mittal's family trust effectively controlling the company.

iv. For list of subsidiaries, associate and joint venture refer to note 33

v. Other entities with whom transactions have taken place during the reporting period

a. Fellow subsidiaries

Nxtra Data Limited
Bharti Airtel Services Limited
Bharti International (Singapore) Pte Ltd
Bharti Airtel (UK) Limited
Bharti Airtel (France) SAS
Bharti Airtel Lanka (Private) Limited
Bharti Hexacom Limited

b. Other related parties

Singapore Telecommunications Limited

vi. Key management personnel (KMP)

a. Executive directors

Olusegun Ogunsanya
Jaideep Paul

b. Non-executive directors

Sunil Bharti Mittal
Awuneba Ajumogobia
Douglas Baillie (till October 2023)
John Danilovich
Andrew Green
Akhil Gupta
Shravin Bharti Mittal
Annika Poutiainen
Ravi Rajagopal
Kelly Bayer Rosmarin (till October 2023)
Tsega Gebreyes

c. Others

Ian Basil Ferrao
Michael Foley (till June 2023)
Razvan Ungureanu
Luc Serviant (till May 2023)
Daddy Mukadi Bujitu
Neelesh Singh (till December 2022)
Ramakrishna Lella
Edgard Maidou (till June 2023)
Rogany Ramiah
Stephen Nthenge
Vimal Kumar Ambat (till October 2022)
Ashish Malhotra (till June 2022)
Vinny Puri (till June 2022)
C Surendran (till December 2022)
Olubayo Augustus Adekanmbi (till November 2022)
Anthony Shiner (since June 2022)
Apoorva Mehrotra (since October 2022)
Oliver Fortuin (since June 2023)
Martin Frechette (since June 2023)
Carl Cruz (since May 2023)
Anwar Soussa (since August 2023)
Jacques Barkhuizen (since October 2023)
Sunil Taldar (since October 2023)

In the ordinary course of business, there are certain transactions among the Group entities and all these transactions are on arm's length basis. However, the intra-group transactions and balances, and the income and expenses arising from such transactions, are eliminated on consolidation. The transactions with remaining related parties for the years ended 31 March 2024 and 31 March 2023, respectively, are described below:

The summary of transactions with the above-mentioned parties is as follows:

	For the year ended											
	31 March 2024						31 March 2023					
Relationship	**Parent company**	**Intermediate parent entity**	**Fellow subsidiaries**	**Joint venture**	**Associates**	**Other related parties**	Parent company	Intermediate parent entity	Fellow subsidiaries	Joint venture	Associates	Other related parties
Sale/rendering of services	**–**	**9**	**80**	**–**	**–**	**0**	–	13	77	–	–	–
Purchase/ receiving of services	**–**	**16**	**57**	**–**	**1**	**–**	–	16	59	–	0	–
Rent and other charges	**–**	**1**	**–**	**–**	**–**	**–**	–	1	–	–	–	–
Guarantee and collateral fee paid	**–**	**2**	**–**	**–**	**–**	**–**	–	3	–	–	–	–
Purchase of assets	**–**	**0**	**–**	**–**	**–**	**–**	–	3	–	–	–	–
Dividend paid	**119**	**–**	**–**	**–**	**–**	**–**	109	–	–	–	–	–
Dividend received	**–**	**–**	**–**	**–**	**–**	**–**	–	–	–	–	2	–

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

30. Related party disclosure continued

The outstanding balance of the above-mentioned related parties are as follows:

Relationship	Parent company	Intermediate parent entity	Fellow subsidiaries	Joint venture	Associate
As of 31 March 2024					
Trade payables	–	**8**	**40**	–	**0**
Trade receivables	–	**4**	**70**	–	–
Corporate guarantee fee payable	–	**1**	–	–	–
Guarantees and collaterals taken (including performance guarantees)[1]	–	**2,000**	–	–	–
As of 31 March 2023					
Trade payables	–	12	31	–	1
Trade receivables	–	4	46	–	–
Corporate guarantee fee payable	–	1	–	–	–
Guarantees and collaterals taken (including performance guarantees)	–	2,000	–	–	–
Reimbursement asset	–	10	–	–	–

1 This guarantee (200% of the bond amount) relates to the $1bn USD non-convertible bonds (refer to note 21) with original maturity of 2024. The Group had prepaid a portion of these bonds and the outstanding amount as on 31 March 2024 is $550m (31 March 2023: $550m). In accordance with the legal and regulatory requirements pertaining to these bonds, the guarantee amount can be reduced only once these are paid in full and thus the full guarantee amount (based on issued value of guarantee) is disclosed.

Key management compensation (KMP)

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director, whether executive or otherwise. For the Group, these include executive committee members. Fuller disclosures on directors' remuneration are set out in the directors' remuneration report on pages 146 to 165. Remuneration to KMP were as follows:

	For the year ended	
	31 March 2024	31 March 2023
Short-term employee benefits	**11**	10
Performance linked incentive	**4**	4
Share-based payment	**3**	2
Other long-term benefits	**2**	2
Other benefits	**1**	0
	21	18

31. Financial risk management

The Group has liabilities in the form of borrowings, guarantees, trade and other payables as well as receivables in the form of loans, cash, deposits, trade and other receivables. These arise as a part of the business activities and operations of the Group.

The business activities of the Group expose it to a variety of financial risks, namely market risks (that is, foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. Further, the Group uses certain derivative financial instruments to mitigate some of these risk exposures. The Group's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Group are accountable to the Board of directors and the Audit and Risk Committee. The Group's Finance Committee is primarily responsible for matters, including framing of policies and execution procedures as well as laying down the risk framework mechanisms for the treasury function that will help the company to achieve its strategic financial goals, balancing opportunity, prudence and initiative with risk control measures. This provides assurance to the Group that the Group's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Group policies and Group risk appetite. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

Details of key risks applicable to the Group are summarised below:

- **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk-currency rate risk, interest rate risk and other price risks, such as equity risk. Financial instruments affected by market risk includes loans and borrowings, deposits, investments, and derivative financial instruments.

The Group's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. The Group may use derivative financial instruments such as foreign exchange forward contracts, options, currency swaps and interest rate swaps and options to manage its exposures to foreign exchange fluctuations and interest rates.

31. Financial risk management continued

- **Foreign exchange risk**

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has foreign currency loans and foreign currency trade payables and receivables and is, therefore, exposed to foreign exchange risk. Further, the Group derives revenue and incurs costs in local currencies where it operates, but it also incurs costs in foreign currencies, mainly from buying equipment and services from manufacturers and technology service providers. That means adverse movements in exchange rates between the currencies in Group's OpCos and the US dollar could have a negative effect on Group's liquidity and financial condition. In some markets, the Group faces instances of limited supply of foreign currency within the local monetary system. This may not only constrain Group's ability to fully repatriate at Group level the strong cash generation by those OpCos but may impacts its ability to make timely foreign currency payments to our international suppliers.

The Group may use risk management products such as foreign exchange options, currency swaps or forward contracts towards hedging risk resulting from changes and fluctuations in foreign currency exchange rate and in order to find structural solutions to mitigate interim foreign currency scarcity, where applicable. These foreign exchange contracts, carried at fair value, may have varying maturities depending upon the primary host contract requirement and risk management strategy of the Group. The Group manages its foreign currency risk by hedging its foreign currency exposure as per business needs and as approved by the Board in accordance with established risk management policy. The Group also continues to mitigate foreign exchange risk by minimising cash held in local currency in its various OpCos where possible through such risk management products.

Foreign currency sensitivity

The following table demonstrates the sensitivity in the USD account balances to the functional currency of the respective entities as of 31 March 2024 and 31 March 2023, with all other variables held constant. The impact on the Group's (loss)/profit before tax is due to changes in the amount of monetary assets and liabilities due to the impact of change in foreign exchange rates, including foreign currency derivatives. The impact on Group's equity is due to change in the fair value of intra-group monetary items that form part of the net investment in foreign operation:

	Change in currency exchange rate[1]	Effect on Profit before tax[2]	Effect on equity (OCI)[2]
For the year ended 31 March 2024			
US dollars	**+5%**	**111**	**23**
	–5%	**(111)**	**(23)**
For the year ended 31 March 2023			
US dollars	+5%	109	22
	–5%	(109)	(22)

1 '+' represents appreciation and '-' represents depreciation in USD against respective functional currencies of subsidiaries.

2 Represents losses/(gains) arising from conversion/translation.

For the year ended 31 March 2024, with respect to currency devaluation sensitivity going forward, on a 12-month basis assuming that the USD appreciation occurs at the beginning of the period, a further 1% USD appreciation across all currencies in our OpCos would have a negative impact of $45m–$47m on revenues, $21m–$22m on EBITDA and $21m–$23m on foreign exchange losses (excluding derivatives). Our largest exposure is to the Nigerian naira, for which a further 1% USD appreciation would have a negative impact of $10m–$11m on revenues, $5m–$6m on EBITDA and $8.5m–$10.5m on foreign exchange losses (excluding derivatives).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest bearing debt obligations with floating interest rates. Further, the Group engages in financing activities which are dependent on market rates and any changes in the interest rates environment may impact future rates of borrowing. The Group monitors the interest rate movement and manages the interest rate risk based on its risk management policies, which inter-alia may include entering into interest swaps contracts as considered appropriate and whenever necessary. The Group also maintains a portfolio mix of floating and fixed rate debt. As of 31 March 2024 after taking into account the effect of interest rate swaps, approximately 51% of the Group's borrowings are at a fixed rate of interest (31 March 2023: 48%).

The Group's had applied fair value hedge accounting in the past which were discontinued in the year ended 31 March 2020. In accordance with Group's accounting policy, the adjustment to the carrying amount of the hedged item is being amortised to profit or loss over the period to remaining maturity of the hedged item i.e. borrowings. The unamortised portion of such fair value hedge adjustments as on 31 March 2024 is a deferred gain of $1m (31 March 2023: deferred gain of $5m).

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

31. Financial risk management continued

Interest rate sensitivity of borrowings

With all other variables held constant, the following table demonstrates the sensitivity to a reasonably possible change in interest rates on floating rate portion of loans and borrowings after considering the impact of interest rate swaps, wherever applicable, based on the outstanding amount of such borrowings as of 31 March 2024 and 31 March 2023.

Interest rate sensitivity	Increase '+' / decrease '-' in basis points	Effect on Profit before tax[1]
For the year ended 31 March 2024		
US dollar – borrowings	**+100**	**5**
	–100	**(5)**
Other currency – borrowings	**+100**	**6**
	–100	**(6)**
For the year ended 31 March 2023		
US dollar – borrowings	+100	7
	–100	(7)
Other currency – borrowings	+100	4
	–100	(4)

1. Represents losses/(gains) arising from increase/decrease of interest rates.

The assumed movement in basis points for interest rate sensitivity analysis is based on the movements in the interest rates historically and prevailing market environment.

- **Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities, primarily from trade receivables but also from cash, other banks balances, derivative financial instruments and other financial receivables.

Trade receivables

Trade receivables are typically non-interest bearing unsecured and derived from sales made to a large number of independent customers. As the customer base is widely distributed both economically and geographically, there is no concentration of credit risk.

As independent credit ratings of customers are not available, the Group reviews the creditworthiness of its customers based on their statement of financial position, past experience, ageing and other factors.

Credit risk related to trade receivables is managed/mitigated by each business unit in accordance with the policies and procedures established by the Group, by setting appropriate payment terms and credit period, and by setting and monitoring internal limits on exposure to individual customers. The credit period provided by the Group to its customers generally ranges from 14-30 days.

The Group uses an age based provision policy to measure the expected credit loss of trade receivables, which comprise a very large numbers of small balances. Refer to note 18 for details on the impairment of trade receivables.

Based on the industry practices and the business environment in which the Group operates, management considers trade receivables are credit impaired if the payments are more than 270 days past due in case of interconnect customers and 90 days past due in other cases since probability of default in such cases is considered to be hundred percent except amount due from related parties. In determining the amount of impairment, management considers the collateral against such receivables and any amount payable to such customers.

The following table details the ageing profile of gross trade receivables based on the Group's provision policy:

	Not past due	Past due: Less Than 30 days	31 to 60 days	61 to 90 days	91 to 270 days	Above 270 days	Total
Trade receivables as of 31 March 2024	**47**	**24**	**11**	**10**	**41**	**224**	**357**
Trade receivables as of 31 March 2023	13	25	14	40	51	186	329

The gross carrying amount of the trade receivable is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount due. Where the trade receivable has been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit and loss.

31. Financial risk management continued

Other financial instruments and cash deposits

The Group's treasury, in accordance with the policy approved by the Board, maintains its cash and cash equivalents and deposits and enters into derivative financial instruments – with banks, financial and other institutions, having good reputation and past track record which are considered to carry a low credit risk. Similarly, counterparties of the Group's other receivables carry either negligible or very low credit risk. Further, the Group reviews the creditworthiness of the counterparties (on the basis of its ratings, credit spreads and financial strength) of all the above assets on an ongoing basis and, if required, takes necessary mitigation measures.

- **Liquidity risk**

Liquidity risk is the risk that the Group may not be able to meet its present and future obligations as and when due, without incurring unacceptable losses. The Group's liquidity risk management objective is to maintain, at all times, adequate levels of liquidity to meet its requirements. The Group closely monitors its liquidity position, expected cash flows and deploys a robust cash management and planning exercise. It maintains adequate sources of financing, including term loans, short-term loans and overdraft from both domestic and international banks at an optimised cost. It has also implemented all necessary steps to enjoy strong access to international capital markets if and when required. For details on borrowings and going concern, refer to notes 21 and 2.2, respectively.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

	As of 31 March 2024						
	Carrying amount	**On Demand**	**Less than 6 months**	**6 to 12 months**	**1 to 2 years**	**> 2 years**	**Total**
Interest bearing borrowings[1]	**2,419**	**457**	**939**	**217**	**476**	**656**	**2,745**
Lease liabilities[2]	**2,089**	**–**	**267**	**294**	**398**	**2,184**	**3,143**
Mobile money wallet balance	**722**	**722**	**–**	**–**	**–**	**–**	**722**
Put option liability	**552**	**–**	**–**	**–**	**559**	**–**	**559**
Trade payables	**422**	**–**	**422**	**–**	**–**	**–**	**422**
Other financial liabilities	**539**	**–**	**374**	**20**	**23**	**196**	**613**
Gross settled derivatives							
– Outflow	**172**	**–**	**273**	**115**	**26**	**–**	**414**
– Inflow	**–**	**–**	**(183)**	**(40)**	**(9)**	**–**	**(232)**
	6,915	**1,179**	**2,092**	**606**	**1,473**	**3,036**	**8,386**

	As of 31 March 2023						
	Carrying amount	On Demand	Less than 6 months	6 to 12 months	1 to 2 years	> 2 years	Total
Interest bearing borrowings[1]	2,204	361	536	152	880	496	2,425
Lease liabilities[2]	2,047	–	306	266	545	1,418	2,535
Mobile money wallet balance	582	582	–	–	–	–	582
Put option liability	569	–	–	–	–	584	584
Trade payables	460	–	460	–	–	–	460
Other financial liabilities	654	–	483	34	25	190	732
Gross settled derivatives							
– Outflow	43	–	256	51	219	25	551
– Inflow	–	–	(246)	(45)	(208)	(25)	(524)
	6,559	943	1,795	458	1,461	2,688	7,345

1 Includes contractual interest payment based on interest rate prevailing at the end of the reporting period after adjustment for the impact of interest rate swaps, over the tenor of the borrowings.

2 Maturity analysis is based on undiscounted lease payments.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

31. Financial risk management continued

Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the statement of cash flows:

	Statement of cash flow line items	1 April 2023	Cash flow	Non-cash movements: Interest and other finance charges	Foreign exchange loss/(gain)	Dividend declared during the year	Additions	Fair value changes	Foreign currency translation reserve	Others	31 March 2024
Borrowings[1]	Proceeds/repayment of borrowings	**1,817**	**163**	**–**	**–**	**–**	**–**	**(4)**	**(58)**	**(2)**	**1,916**
Lease liability	Repayment of lease liability	**2,047**	**(498)**	**195**	**–**	**–**	**884**	**–**	**(539)**	**–**	**2,089**
Derivative liabilities net	Outflow on maturity of derivatives (net)	**35**	**7**	**–**	**–**	**–**	**–**	**213**	**(93)**	**5**	**167**
Interest accrued but not due	Interest and other finance charges paid	**26**	**(265)**	**277**	**–**	**–**	**–**	**–**	**8**	**–**	**46**
Dividend payable	Dividend paid to owners of equity and non controlling interests	**13**	**(271)**	**–**	**–**	**277**	**–**	**–**	**(0)**	**–**	**19**
Deferred payment liability[2]	Payment of deferred spectrum liability	**182**	**(42)**	**10**	**–**	**–**	**19**	**–**	**(1)**	**(1)**	**167**
Other financial liability	Purchase of shares under buy-back programme	**–**	**(9)**	**–**	**–**	**–**	**50**	**–**	**–**	**–**	**41**

1 Does not include overdraft.

2 Includes $17m and $25m presented under cash flow from investing activities and financing activities, respectively.

	Statement of cash flow line items	1 April 2022	Cash flow	Non-cash movements: Interest and other finance charges	Foreign exchange loss/(gain)	Dividend declared during the year	Additions	Fair value changes	Foreign currency translation reserve	Others	31 March 2023
Borrowings[1]	Proceeds/repayment of borrowings	1,968	(112)	–	–	–	–	(11)	(27)	(1)	1,817
Lease liability	Repayment of lease liability	1,660	(473)	194	–	–	776	–	(110)	–	2,047
Derivative liabilities net	Outflow on maturity of derivatives (net)	3	(49)	–	–	–	–	79	2	–	35
Interest accrued but not due	Interest and other finance charges paid	29	(213)	210	–	–	–	–	0	–	26
Dividend payable	Dividend paid to owners of equity and non-controlling interests	37	(271)	–	–	247	–	–	0	–	13
Deferred payment liability[2]	Payment of deferred spectrum liability	93	(39)	10	–	–	119	–	(3)	0	182

1 Does not include overdraft.

2 Includes $11m and $28m presented under cash flows from investing activities and financing activities, respectively.

31. Financial risk management continued

- **Capital management**

Capital includes equity attributable to the equity holders of the company. The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes during the year ended 31 March 2024 and 31 March 2023. On 1 March 2024 Airtel Africa announced the commencement of its share buy-back reflecting the significant progress made in recent years to reduce leverage and strengthen the company's balance sheet. In light of the cash accretion at the holding company level, the current leverage and the consistent strong operating cash generation, the company is well positioned to undertake this share buy-back to enhance shareholder returns which is consistent with its existing capital allocation policy.

The Group monitors capital using a leverage ratio, which is net debt divided by Underlying EBITDA. Net debt is calculated as total of borrowings and lease liabilities less cash and cash equivalents, term deposits with banks, processing costs related to borrowings and fair value hedge adjustments. Also refer to alternative performance measures on pages 244 to 249.

	For the year ended	
	31 March 2024	31 March 2023
Long-term borrowings	**947**	1,233
Short-term borrowings	**1,426**	945
Lease Liabilities	**2,089**	2,047
Adjusted for:		
Cash and cash equivalents	**(620)**	(586)
Term deposits with bank	**(344)**	(117)
Processing costs related to borrowings	**8**	7
Fair value hedge adjustment (refer to note 31)	**(1)**	(5)
Net debt	**3,505**	3,524
Underlying EBITDA	**2,428**	2,575
Underlying EBITDA	**2,428**	2,575
Leverage ratio	**1.4**	1.4

The Group defines net debt as borrowings, including lease liabilities less cash and cash equivalents, term deposits with banks, processing costs related to borrowings and fair value hedge adjustments. The Group defines leverage ratio as net debt divided by underlying EBITDA for the preceding 12 months.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

32. Fair value of financial assets and liabilities

The category wise details as to the carrying value, fair value and the level of fair value measurement hierarchy of the Group's financial instruments are as follows:

		Carrying value as of		Fair value as of	
		31 March 2024	31 March 2023	**31 March 2024**	31 March 2023
Financial assets					
FVTPL					
Derivatives					
– Forward and option contracts	Level 2	**10**	4	**10**	4
– Currency swaps and interest rate swaps	Level 2	**0**	9	**0**	9
Other bank balances	Level 2	**0**	4	**0**	4
Investments	Level 2	**0**	0	**0**	0
Amortised cost					
Trade receivables		**184**	145	**184**	145
Cash and cash equivalents		**620**	586	**620**	586
Other bank balances		**353**	127	**353**	127
Balance held under mobile money trust		**737**	616	**737**	616
Other financial assets		**136**	176	**136**	176
		2,040	1,667	**2,040**	1,667
Financial liabilities					
FVTPL					
Derivatives					
– Forward and option contracts	Level 2	**22**	5	**22**	5
– Interest rate swaps	Level 2	**0**	0	**0**	0
– Cross currency swaps	Level 3	**155**	43	**155**	43
– Embedded derivatives	Level 2	**0**	0	**0**	0
Amortised cost					
Long-term borrowings- fixed rate	Level 1	**–**	554	**–**	540
Long-term borrowings- fixed rate	Level 2	**271**	227	**257**	210
Long-term borrowings- floating rate		**676**	452	**676**	452
Short-term borrowings- fixed rate	Level 1	**550**	–	**549**	–
Short-term borrowings		**876**	945	**876**	945
Put option liability	Level 3	**552**	569	**552**	569
Trade payables		**422**	460	**422**	460
Mobile money wallet balance		**722**	582	**722**	582
Other financial liabilities		**586**	680	**586**	680
		4,832	4,517	**4,817**	4,486

32. Fair value of financial assets and liabilities continued

The following methods/assumptions were used to estimate the fair values:

- The carrying value of bank deposits, trade receivables, trade payables, balance held under mobile money trust, mobile money wallet balance, short-term borrowings, other current financial assets and liabilities approximate their fair value mainly due to the short-term maturities of these instruments.
- Fair value of quoted financial instruments is based on quoted market price at the reporting date.
- The fair value of non-current financial assets, long-term borrowings and other financial liabilities is estimated by discounting future cash flows using current rates applicable to instruments with similar terms, currency, credit risk and remaining maturities.
- The fair values of derivatives are estimated by using pricing models, wherein the inputs to those models are based on readily observable market parameters. The valuation models used by the Group reflect the contractual terms of the derivatives (including the period to maturity), and market-based parameters such as interest rates, foreign exchange rates, volatility, etc. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement and inputs thereto are readily observable. For details pertaining to valuation of cross currency swaps, refer to level 3 details below.
- The fair value of the put option liability to buy-back the stake held by non-controlling interest in AMC BV is measured at the present value of the redemption amount (i.e., expected cash outflows). Since, the liability will be based on fair value of the equity shares of AMC BV (subject to a cap) at the end of 48 months, the expected cash flows are estimated by determining the projected equity valuation of the AMC BV at the end of 48 months expiring in August 2025 and applying a cap thereon.

During the year ended 31 March 2024 and year ended 31 March 2023 there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into or out of Level 3 fair value measurements.

The following table describes the key inputs used in the valuation (basis discounted cash flow technique) of the Level 2 financial assets/liabilities as of 31 March 2024 and 31 March 2023:

Financial assets/liabilities	Inputs used
– Currency swaps, forward and option contracts, and other bank balances	Forward foreign currency exchange rates, interest rates
– Interest rate swaps	Prevailing/forward interest rates in market, interest rates
– Embedded derivatives	Prevailing interest rates in market, inflation rates
– Other financial assets/fixed rate borrowings/other financial liabilities	Prevailing interest rates in market, future payouts, interest rates

Key inputs for level 3

The fair value of cross currency swap (CCS) has been estimated based on the contractual terms of the CCS and parameters such as interest rates, foreign exchange rates etc. Since the data from any observable markets in respect of interest rates is not available, the interest rates are considered to be significant unobservable inputs to the valuation of this CCS.

Reconciliation of fair value measurements categorised within level 3 of the fair value hierarchy – financial assets/(liabilities) (net)

- **Cross currency swaps (CCS)**

	For the year ended	
	31 March 2024	31 March 2023
Opening balance	**(43)**	(6)
Recognised in finance costs in profit and loss (unrealised)	**(284)**	(65)
Repayment of Interest	**9**	4
Cross currency swap repayment	**23**	22
Foreign currency translation impact recognised in OCI	**140**	2
Closing balance	**(155)**	(43)

- **Put option liability**

	For the year ended	
	31 March 2024	31 March 2023
Opening balance	**(569)**	(579)
Liability de-recognised by crediting transaction with NCI reserve[1]	**24**	16
Recognised in finance costs in profit and loss (unrealised)	**(7)**	(6)
Closing balance	**(552)**	(569)

1 Put option liability was reduced by $24m (March 2023: $16m) for dividend distribution to put option NCI holders. Any dividend paid to put option NCI holders is adjustable against the put option liability based on put option arrangements.

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

33. Companies in the Group, associate and joint venture

Information of Group's directly and indirectly held subsidiaries, associate and joint venture are as follows:

Details of subsidiaries:

					Proportion of ownership interest[1] % As of	
S.no	Name of subsidiary	Principal place of business and registered office address	Principal activities	Holding	31 March 2024	31 March 2023
1	Airtel Mobile Commerce Services Limited	LR 209/11880, 4th Floor, Parkside Towers, Mombasa Road, P.O. Box 962-00100, Nairobi, Kenya	Support services	Ordinary	**77.89**	74.23
2	Airtel (Seychelles) Limited	Airtel House, Josephine Cafrine Road, Perseverance, P.O. Box 1358, Victoria, Mahe, Seychelles	Telecommunication services	Ordinary	**100**	100
3	Airtel Congo RDC S.A.	3ème étage, 130 b, Avenue Kwango, Gombe, B.P. 1201, Kinshasa 1, République Démocratique du Congo	Telecommunication services	Ordinary	**98.50**	98.50
4	Airtel Congo S.A.	2ème Etage de L'Immeuble SCI Monte Cristo, Rond-Point de la Gare, Croisement de l'Avenue Orsy et de Boulevard Denis Sassou Nguesso, Centre Ville, B.P. 1038, Brazzaville, Congo	Telecommunication services	Ordinary	**90**	90
5	Airtel Gabon S.A.	Immeuble Libreville, Business Square, Rue Pecqueur, Centre-Ville, B.P. 9259 Libreville, Gabon	Telecommunication services	Ordinary	**100**	100
6	Airtel International LLP[4]	Plot No. 5, Sector 34, Gurugram, Haryana – 122001, India	Support services	Ordinary	**100**	100
7	Airtel Madagascar S.A.	Immeuble S, lot II J 1 AA, Morarano Alarobia – 101 Antananarivo – Madagascar	Telecommunication services	Ordinary	**100**	100
8	Airtel Malawi Public Limited Company	Airtel Complex, Off Convention Drive, City Centre, P.O. Box 57, Lilongwe, Malawi	Telecommunication services	Ordinary	**80**	80
9	Airtel Mobile Commerce (Kenya) Limited	LR 209/11880, 7th Floor, Parkside Towers, Mombasa Road, P.O. Box 73146-00200, Nairobi, Kenya	Mobile commerce services	Ordinary	**77.89**	74.23
10	Airtel Mobile Commerce Rwanda Ltd	Remera, Gasabo, Umujyi wa Kigali, Rwanda	Mobile commerce services	Ordinary	**77.89**	74.23
11	Airtel Mobile Commerce (Seychelles) B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
12	Airtel Mobile Commerce (Seychelles) Limited	Airtel House, Josephine Cafrine Road, Perseverance, P.O. Box 1358, Victoria, Mahe, Seychelles	Mobile commerce services	Ordinary	**77.89**	74.23
13	Airtel Mobile Commerce (Tanzania) Limited	Airtel House, Block 41, Corner of Ali Hassan Mwinyi Road and Kawawa Road, Kinondoni District P.o.Box 9623, Dar es Salaam, Tanzania	Mobile commerce services	Ordinary	**77.89**	74.23
14	Airtel Mobile Commerce B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
15	Airtel Mobile Commerce Congo B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
16	Airtel Mobile Commerce Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
17	Airtel Mobile Commerce Kenya B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
18	Airtel Mobile Commerce Limited	Airtel Complex, Off Convention Drive, City Centre, P.O. Box 57, Lilongwe, Malawi	Mobile commerce services	Ordinary	**77.89**	74.23

33. Companies in the Group, associate and joint venture continued

S.no	Name of subsidiary	Principal place of business and registered office address	Principal activities	Holding	Proportion of ownership interest[1] % As of 31 March 2024	Proportion of ownership interest[1] % As of 31 March 2023
19	Airtel Mobile Commerce Madagascar B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
20	Airtel Mobile Commerce Madagascar S.A.	Immeuble S, lot II J 1 AA, Morarano Alarobia – 101 Antananarivo – Madagascar	Mobile commerce services	Ordinary	**77.89**	74.23
21	Airtel Mobile Commerce Malawi B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
22	Airtel Mobile Commerce Nigeria B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
23	Airtel Mobile Commerce Nigeria Limited	Plot L2, 401 Close, Banana Island, Ikoyi, Lagos, Nigeria	Mobile commerce services	Ordinary	**99.96**	99.96
24	Airtel Mobile Commerce Rwanda B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
25	Airtel Mobile Commerce Tchad B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
26	Airtel Mobile Commerce Tchad S.A.	Avenue Charles de Gaulle, Immeuble Pierre Brock, B.P. 5665, N'Djaména, Tchad	Mobile commerce services	Ordinary	**77.89**	74.23
27	Airtel Mobile Commerce Uganda B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
28	Airtel Mobile Commerce Uganda Limited	Airtel Towers, Plot 16-A, Clement Hill Road, Nakasero, P.O. Box 6771, Kampala, Uganda	Mobile commerce services	Ordinary	**77.89**	74.23
29	Airtel Mobile Commerce Zambia B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
30	Airtel Mobile Commerce Zambia Limited	Airtel House, Stand 2375, Addis Ababa Drive, Lusaka, Zambia	Mobile commerce services	Ordinary	**77.89**	74.23
31	Airtel Money RDC S.A.	6ième étage, 130 b, Avenue Kwango, Gombe, B.P. 1201, Kinshasa 1, République Démocratique du Congo	Mobile commerce services	Ordinary	**77.89**	74.23
32	Airtel Money Niger S.A.	2054 Route de l'Aéroport, B.P. 11 922, Niamey, Niger	Mobile commerce services	Ordinary	**70.10**	66.81
33	Airtel Money S.A.	Immeuble Odyssée, Boulevard de la Nation, B.P. 23 899, Libreville, Gabon	Mobile commerce services	Ordinary	**77.89**	74.23
34	Airtel Money Tanzania Limited	Airtel House, Block 41, Corner of Ali Hassan Mwinyi Road and Kawawa Road, Kinondoni District, P.O. Box 9623, Dar es Salaam,Tanzania	Mobile commerce services	Ordinary	**39.75**	51
35	Airtel Money Transfer Limited	LR 209/11880, 7th Floor, Parkside Towers, Mombasa Road, P.O. Box 73146-00200, Nairobi, Kenya	Mobile commerce services	Ordinary	**78**	100
36	Airtel Networks Kenya Limited	LR 209/11880, 7th Floor, Parkside Towers, Mombasa Road, P.O. Box 73146-00200, Nairobi, Kenya	Telecommunication services	Ordinary	**100**	100
37	Airtel Networks Limited	Plot L2, 401 Close, Banana Island, Ikoyi, Lagos, Nigeria	Telecommunication services	Ordinary	**99.96**	99.96

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

33. Companies in the Group, associate and joint venture continued

S.no	Name of subsidiary	Principal place of business and registered office address	Principal activities	Holding	Proportion of ownership interest[1] % As of 31 March 2024	31 March 2023
38	Airtel Networks Zambia plc	Airtel House, Stand 2375, Addis Ababa Drive, Lusaka, Zambia	Telecommunication services	Ordinary	**96.08**	96.36
39	Airtel Rwanda Limited	Remera, Gasabo, Umujyi wa Kigali, Rwanda	Telecommunication services	Ordinary	**100**	100
40	Airtel Tanzania Public Limited Company	Airtel House, Block 41, Corner of Ali Hassan Mwinyi Road and Kawawa Road, Kinondoni District, P.O. Box 9623, Dar es Salaam, Tanzania	Telecommunication services	Ordinary	**51**	51
41	Airtel Tchad S.A.	Rue du Commandant Galyam Négal, Immeuble du Cinéma Etoile, B.P. 5665, N'Djaména, Tchad	Telecommunication services	Ordinary	**100**	100
42	Airtel Uganda Limited	Airtel Towers, Plot 16 –A, Clement Hill Road, Nakasero, P.O. Box 6771, Kampala, Uganda	Telecommunication services	Ordinary	**89**	100
43	Bharti Airtel Africa B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
44	Bharti Airtel Chad Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
45	Bharti Airtel Congo Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
46	Bharti Airtel Developers Forum Limited	Stand No. 2375, Corner of Great East/ Addis Ababa Road, Lusaka, Zambia	Investment company	Ordinary	**96.08**	96.36
47	Bharti Airtel Gabon Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
48	Bharti Airtel International (Netherlands) B.V.[4]	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
49	Bharti Airtel Kenya B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
50	Bharti Airtel Kenya Holdings B.V.[5]	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**–**	100
51	Bharti Airtel Madagascar Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
52	Bharti Airtel Malawi Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
53	Bharti Airtel Mali Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
54	Bharti Airtel Niger Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
55	Bharti Airtel Nigeria B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
56	Bharti Airtel Nigeria Holdings II B.V.[5]	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**–**	100
57	Bharti Airtel RDC Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
58	Bharti Airtel Rwanda Holdings Limited	C/o Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 Cybercity, Ebene, 72201, Republic of Mauritius	Investment company	Ordinary	**100**	100
59	Bharti Airtel Services B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
60	Bharti Airtel Tanzania B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100

33. Companies in the Group, associate and joint venture continued

S.no	Name of subsidiary	Principal place of business and registered office address	Principal activities	Holding	Proportion of ownership interest[1] % As of 31 March 2024	Proportion of ownership interest[1] % As of 31 March 2023
61	Bharti Airtel Uganda Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
62	Bharti Airtel Zambia Holdings B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**100**	100
63	Celtel (Mauritius) Holdings Limited	C/o Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 Cybercity, Ebene, 72201, Republic of Mauritius	Investment company	Ordinary	**100**	100
64	Celtel Niger S.A.	2054 Route de l'Aéroport, B.P. 11 922, Niamey, Niger	Telecommunication services	Ordinary	**90**	90
65	Channel Sea Management Company (Mauritius) Limited[3]	C/o Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 Cybercity, Ebene, 72201 Republic of Mauritius	Investment company	Ordinary	**100**	100
66	Congo RDC Towers S.A.	6ème étage, 130 b, Avenue Kwango, Gombe, B.P. 1201, Kinshasa 1, République Démocratique du Congo	Infrastructure sharing services	Ordinary	**100**	100
67	Gabon Towers S.A.[2]	124 Avenue Bouët, B.P. 9259, Libreville, Gabon	Infrastructure sharing services	Ordinary	**100**	100
68	Indian Ocean Telecom Limited	28 Esplanade, St. Helier, Jersey JE2 3QA, Channel Islands	Investment company	Ordinary	**100**	100
69	Mobile Commerce Congo S.A.	3ème Etage de L'Immeuble SCI Monte Cristo, Rond-Point de la Gare, Croisement de l'Avenue Orsy et de Boulevard Denis Sassou Nguesso, Centre – Ville, B.P. 1038, Brazzaville, Congo	Mobile commerce services	Ordinary	**70.10**	74.23
70	Montana International[3]	C/o Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 Cybercity, Ebene, 72201, Republic of Mauritius	Investment company	Ordinary	**100**	100
71	Partnership Investments Sarlu	130 b, Avenue Kwango, Gombe, B.P. 1201, Kinshasa 1, République Démocratique du Congo	Investment company	Ordinary	**100**	100
72	Société Malgache de Téléphone Cellulaire S.A.(5)	C/o Ocorian Corporate Services (Mauritius) Limited, 6th Floor, Tower A, 1 Cybercity, Ebene, 72201, Republic of Mauritius	Investment company	Ordinary	**–**	100
73	Airtel Africa Services (UK) Limited[4]	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Support services	Ordinary	**100**	100
74	Airtel Digital Services Holdings B.V.[5]	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**–**	100
75	Airtel Mobile Commerce DRC B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
76	Airtel Mobile Commerce Gabon B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
77	Airtel Mobile Commerce Niger B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
78	Airtel Money Kenya Limited	LR 209/11880, 7th Floor, Parkside Towers, Mombasa Road, P.O. Box 73146-00200, Nairobi, Kenya	Mobile commerce services	Ordinary	**77.89**	74.23
79	Smartcash Payment Service Bank Limited	Plot L2, 401 Close, Banana Island, Ikoyi, Lagos, Nigeria	Mobile commerce services	Ordinary	**99.96**	99.96
80	Airtel Africa Telesonic Holdings Limited[4]	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

33. Companies in the Group, associate and joint venture continued

S.no	Name of subsidiary	Principal place of business and registered office address	Principal activities	Holding	Proportion of ownership interest[1] % As of 31 March 2024	31 March 2023
81	Airtel Money Trust Fund	Airtel Towers, Plot 16-A, Clement Hill Road, Nakasero, P.O. Box 6771, Kampala, Uganda	Mobile commerce services	Ordinary	**77.89**	74.23
82	Airtel Africa Telesonic Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Telecommunication services	Ordinary	**100**	100
83	The Registered Trustees of Airtel Money Trust Fund	Airtel House, Block 41, Corner of Ali Hassan Mwinyi Road and Kawawa Road, Kinondoni District, P.O. Box 9623, Dar es Salaam, Tanzania	Mobile commerce services	Ordinary	**39.75**	51
84	Airtel Mobile Commerce Tanzania B.V.	Overschiestraat 65, 1062 XD Amsterdam, The Netherlands	Investment company	Ordinary	**77.89**	74.23
85	Airtel Congo Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
86	Airtel DRC Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
87	Airtel Gabon Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
88	Airtel Kenya Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
89	Airtel Madagascar Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
90	Airtel (M) Telesonic Holdings (UK) Limited (Formerly known as Airtel Malawi Telesonic Holdings (UK) Limited)	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
91	Airtel Niger Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
92	Airtel Nigeria Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
93	Airtel Rwanda Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
94	Airtel Seychelles Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
95	Airtel Tanzania Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
96	Airtel Uganda Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
97	Airtel Zambia Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100

33. Companies in the Group, associate and joint venture continued

S.no	Name of subsidiary	Principal place of business and registered office address	Principal activities	Holding	Proportion of ownership interest[1] % As of 31 March 2024	Proportion of ownership interest[1] % As of 31 March 2023
98	Airtel Tchad Telesonic Holdings (UK) Limited	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
99	Airtel Kenya Telesonic Limited	LR 209/11880, 7th Floor, Parkside Towers, Mombasa Road, P.O. Box 73146-00200, Nairobi, Kenya	Telecommunication services	Ordinary	**100**	100
100	Airtel (M) Telesonic Limited	Airtel Complex, Off Convention Drive, City Centre, P.O. Box 57, Lilongwe, Malawi	Telecommunication services	Ordinary	**100**	100
101	Airtel Nigeria Telesonic Limited	Plot L2, 401 Close, Banana Island, Ikoyi, Lagos, Nigeria	Telecommunication services	Ordinary	**100**	100
102	Airtel Rwanda Telesonic Limited	Remera, Gasabo, Umujyi wa Kigali, Rwanda	Telecommunication services	Ordinary	**100**	100
103	Airtel (Seychelles) Telesonic Limited	Airtel House, Josephine Cafrine Road, Perseverance, P.O. Box 1358, Victoria, Mahe, Seychelles	Telecommunication services	Ordinary	**100**	100
104	Airtel Telesonic Uganda Limited	Airtel Towers, Plot 16-A, Clement Hill Road, Nakasero, P.O. Box 6771, Kampala, Uganda	Telecommunication services	Ordinary	**100**	100
105	Airtel Zambia Telesonic Limited	P.O Box 320001, Showgrounds, Lusaka, Lusaka Province, Zambia	Telecommunication services	Ordinary	**100**	100
106	Nxtra Africa Data Holdings Limited[4] (Formerly known as Airtel Africa Data Center Holdings Limited)	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
107	Nxtra Nigeria Data Holdings (UK) Limited (Formerly known as Airtel Nigeria Data Center Holdings (UK) Limited)	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
108	Nxtra Kenya Data Holdings (UK) Limited (Formerly known as Airtel Kenya Data Center Holdings (UK) Limited)	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
109	Nxtra DRC Data Holdings (UK) Limited (Formerly known as Airtel DRC Data Center Holdings (UK) Limited)	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
110	Nxtra Gabon Data Holdings (UK) Limited (Formerly known as Airtel Gabon Data Center Holdings (UK) Limited)	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100

Notes to consolidated financial statements continued

(All amounts are in US$ millions unless stated otherwise)

33. Companies in the Group, associate and joint venture continued

S.no	Name of subsidiary	Principal place of business and registered office address	Principal activities	Holding	Proportion of ownership interest[1] % As of 31 March 2024	31 March 2023
111	Nxtra Congo Data Holdings (UK) Limited (Formerly known as Airtel Congo Data Center Holdings (UK) Limited)	First Floor, 53/54 Grosvenor Street, London W1K 3HU, United Kingdom	Investment company	Ordinary	**100**	100
112	Airtel Congo RDC Telesonic S.A.U.	3ème étage, 130 b, Avenue Kwango, Gombe, B.P. 1201, Kinshasa 1, République Démocratique du Congo	Telecommunication services	Ordinary	**100**	100
113	Nxtra Africa Data (Nigeria) Limited	Plot L2, 401 Close, Banana Island, Ikoyi, Lagos, Nigeria	Telecommunication services	Ordinary	**100**	100
114	Airtel Gabon Telesonic S.A.	Immeuble Libreville, Business Square, Rue Pecqueur, Centre-Ville, B.P. 9259, Libreville, Gabon	Telecommunication services	Ordinary	**100**	–
115	Nxtra Africa Data (Nigeria) FZE	Plot AV-A-34-35 Eko Atlantic City, Lagos, Nigeria	Telecommunication services	Ordinary	**100**	–
116	Nxtra Africa Data (Kenya) Limited	Parkside Towers, Mombasa Road, P.O. Box 73146, City Square, Nairobi, Kenya	Telecommunication services	Ordinary	**100**	–

1 Companies proportion of voting power held is same as proportion of ownership interest held.

2 Under dissolution as of 31 March 2023.

3 Under removal from the register of RoC.

4 Direct subsidiary to the company.

5. Dissolved as of 31 March 2024.

Details of associate

S.no	Name of associate	Principal place of business and registered office address	Principal activities	Holding	Proportion of ownership interest[1] % as of 31 March 2024	31 March 2023
1	Seychelles Cable Systems Company Limited	Caravelle House, 3rd Floor, Victoria, Mahe, Seychelles	Submarine cable system	Ordinary	**26**	26

1 Companies proportion of voting power held is same as proportion of ownership interest held.

Details of joint venture (JV)

S.no	Name of joint venture	Principal place of business and registered office address	Principal activities	Holding	Proportion of ownership interest[1] % as of 31 March 2024	31 March 2023
1	Mawezi RDC S.A.	Avenue des Huileries no 7, Commune of Lingwala,Ville de Kinshasa, République Démocratique du Congo	The construction and operation of a landing station	Ordinary	**49.25**	49.25

1 Companies proportion of voting power held is same as proportion of ownership interest held.

34. Events after the balance sheet date

No material subsequent events or transactions have occurred since the date of statement of financial position except as disclosed below:

- The Board recommended a final dividend of 3.57 cents per share on 8 May 2024.

Company statement of financial position

(All amounts are in US$ millions unless stated otherwise)

	Note	As of 31 March 2024	31 March 2023
Assets			
Non-current assets			
Property, plant and equipment		**0**	0
Capital work-in-progress		**-**	0
Right of use assets		**0**	0
Investment in subsidiary undertakings	4	**3,533**	3,533
Financial assets			
– Loan receivables	5	**126**	311
– Others		**0**	0
Other non-current assets		**0**	0
		3,659	3,844
Current assets			
Financial assets			
– Cash and cash equivalents	6	**173**	134
– Other bank balances	6	**267**	101
– Others		**16**	30
Other current assets		**1**	2
		457	267
Total assets		**4,116**	4,111
Liabilities			
Current liabilities			
Financial liabilities			
– Lease liabilities		**0**	0
– Trade and other payables	7	**48**	5
Current tax liabilities		**3**	-
		51	5
Net current assets		**406**	262
Non-current liabilities			
Financial liabilities			
– Lease liabilities		**-**	0
– Others		**0**	0
		0	0
Total liabilities		**51**	5
Net assets		**4,065**	4,106
Equity			
– Share capital	8	**1,875**	3,420
– Reserves and surplus[1]		**2,190**	686
Total equity		**4,065**	4,106

1 The profit for the financial year dealt with in the financial statements of the company is $219m (March 2023: profit of $229m).

The company only financial statements of Airtel Africa plc (company registration number: 11462215) were approved by the Board of directors and authorised for issue on 8 May 2024 and were signed on its behalf by:

For and on behalf of the Board of Airtel Africa plc

Olusegun Ogunsanya
Chief executive officer

8 May 2024

Company statements of changes in equity

(All amounts are in US$ millions unless stated otherwise)

	Share capital		Reserves and surplus					
	No of shares[2]	Amount	Retained earnings	Shared-based payment reserve	Capital redemption reserve	Others[4]	Total	Total equity
As of 1 April 2022	6,839,896,081	3,420	657	1	–	0	658	4,078
Profit for the year	–	–	229	–	–	–	229	229
Total comprehensive income	–	–	229	–	–	–	229	229
Employee share-based payment reserve	–	–	(2)	1	–	–	(1)	(1)
Purchase of own shares (net)	–	–	–	–	–	(5)	(5)	(5)
Dividend to owners to the company[1]	–	–	(195)	–	–	–	(195)	(195)
As of 31 March 2023	6,839,896,081	3,420	689	2	–	(5)	686	4,106
Profit for the year	**–**	**–**	**219**	**–**	**–**	**–**	**219**	**219**
Total comprehensive income	**–**	**–**	**219**	**–**	**–**	**–**	**219**	**219**
Employee share-based payment reserve	**–**	**–**	**(1)**	**2**	**–**	**–**	**1**	**1**
Purchase of own shares (net)	**–**	**–**	**–**	**–**	**–**	**1**	**1**	**1**
Ordinary shares buy-back programme[2]	**(7,389,855)**	**(4)**	**(9)**	**–**	**4**	**(41)**	**(46)**	**(50)**
Cancellation of deferred shares[3]	**(3,081,744,577)**	**(1,541)**	**1,541**	**–**	**–**	**–**	**1,541**	**–**
Dividend to owners to the company[1]	**–**	**–**	**(212)**	**–**	**–**	**–**	**(212)**	**(212)**
As of 31 March 2024	**3,750,761,649**	**1,875**	**2,227**	**4**	**4**	**(45)**	**2,190**	**4,065**

1 Refer to note 5(a) of consolidated financial statements.

2 Refer to note 5(f) of consolidated financial statements.

3 Includes ordinary and deferred shares till 31 March 2023. Deferred shares have been cancelled during the year ended 31 March 2024, therefore, as on 31 March 2024, it includes only ordinary shares. Refer to note 25 and note 5(d) of the consolidated financial statements for further details.

4 Includes share stabilisation reserve, treasury shares and other reserves.

Notes to company only financial statements

(All amounts are in US$ millions unless stated otherwise)

1. Summary of significant accounting policies

Basis of preparation

The company only financial statements are presented as required by the Companies Act 2006. The company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, the company has prepared financial statements as per FRS 101 'Reduced Disclosure Framework.

Airtel Africa plc is the parent of the smallest group for which consolidated financial statements are prepared and of which the company is a member. The largest group to consolidate the results of the company is Bharti Airtel Limited, which is registered in India. The Bharti Airtel Limited Group financial statements are publically available and can be obtained at www.airtel.in.

All the amounts included in the company only financial statements are reported in United States dollars (the functional currency of the company), with all values rounded to the nearest millions (USD millions) except when otherwise indicated. Further, amounts which are less than half a million are appearing as '0'.

As permitted by Section 408(3) of the Companies Act 2006, no profit and loss account of the company is presented.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available in relation to:

- The requirements of IFRS 7 Financial Instruments: Disclosures
- The requirements of IAS 7 Statement of Cash Flows
- The statement of compliance with Adopted IFRSs
- The effects of new but not yet effective IFRSs
- The requirements in IAS 24 "Related party disclosure" to disclose related party transactions entered into between two or more members of a Group.
- Disclosures in respect of capital management; and
- Paragraphs 45(b) and 46 to 52 of IFRS 2, "Shared-based payment" (details of the number and weighted-average exercise prices of share options).

Where required, equivalent disclosures are given in the consolidated financial statements. The company financial statements have been prepared on a going concern and historical cost basis. The principal accounting policies adopted are the same as those set out in note 2 of the consolidated financial statements except the following additional policies which are relevant to the company only financial statements:

- Investment in subsidiary undertakings are accounted for at cost.
- Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the company and the amount of revenue can be measured reliably).

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. There were no critical accounting judgments and estimates that would have a significant effect on the amount recognised in the company financial statements.

3. Employee expenses

The average monthly number of employees during the year was two (March 2023: six).

	For the year ended	
	31 March 2024	31 March 2023
Salaries	**1**	1
Bonuses	**0**	1
Others	**0**	0
	1	2

4. Investment in subsidiary undertakings

	As of	
	31 March 2024	31 March 2023
Cost		
Opening balance	**3,533**	3,533
Additions	**0**	–
Carrying cost at 31 March	**3,533**	3,533
Bharti Airtel International (Netherlands) B.V.	**3,533**	3,533
Airtel International LLP	**0**	0
Airtel Africa services (UK) Limited	**0**	0
Airtel Africa Telesonic Holdings Limited	**0**	0
Nxtra Africa Data Holdings Limited	**0**	–

For details of subsidiary undertakings, refer to note 33 of consolidated financial statements.

Notes to company financial statements continued

(All amounts are in US$ millions unless stated otherwise)

5. Loan receivables

	As of	
	31 March 2024	31 March 2023
Opening balance	**311**	413
Additions	**177**	421
Repayment	**(362)**	(523)
Balance at 31 March	**126**	311
Bharti Airtel International (Netherlands) B.V.[1]	**4**	240
Airtel Africa services (UK) Limited[2]	**122**	71
Airtel Africa Telesonic Holdings Limited[3]	**0**	0

1 The loan is unsecured, bears interest at the rate of three months SOFR+ 2.25% per annum with a maturity date of 25 March 2027. The credit facility is denominated in US$.

2 The loan is unsecured, bears interest at the rate of three months SOFR+ 2% per annum with a maturity date of 31 December 2026. The credit facility is denominated in US$.

3 The loan is unsecured, bears interest at the rate of three months SOFR+ 2% per annum with a maturity date of 31 December 2026. The credit facility is denominated in US$.

6. Cash and bank balances

Cash and cash equivalents

	As of	
	31 March 2024	31 March 2023
Cash at bank in current accounts	**4**	36
Bank deposits with original maturity of three months or less	**169**	98
	173	134

Other bank balances

	As of	
	31 March 2024	31 March 2023
Term deposits with banks with original maturity of more than three months but less than twelve months	**267**	101
	267	101

7. Trade and other payables

Trade payables

	As of	
	31 March 2024	31 March 2023
Legal and professional expenses payable	**2**	1
Employees bonuses payable	**1**	0
Dividend payable	**0**	0
	3	1

Other payables

	As of	
	31 March 2024	31 March 2023
Ordinary shares buy-back programme[1]	**41**	–
Administrative and other payable	**4**	4
	45	4
	48	5

1 This pertains to amount payable of $41m (March 2023: Nil) in respect of ordinary shares buy-back programme.

8. Share capital

Refer to note 25 of consolidated financial statements.

9. Related party disclosure

Refer to note 30 of consolidated financial statements.

10. Guarantees

Guarantees outstanding as of 31 March 2024 and 31 March 2023 amounting to $145m and $163m, respectively, have been issued for external loans taken by the Group's subsidiaries.

11. Events after the balance sheet date

There are no subsequent events other than disclosed in note 34 to the consolidated financial statements.

Alternative performance measures (APMs)

Introduction

In the reporting of financial information, the directors have adopted various APMs. These measures are not defined by International Financial Reporting Standards (IFRS) and therefore may not be directly comparable with other companies APMs, including those in the Group's industry.

APMs should be considered in addition to, and are not intended to be a substitute for, or superior to, IFRS measurements.

Purpose

The directors believe that these APMs assist in providing additional useful information on the underlying trends, performance and position of the Group.

APMs are also used to enhance the comparability of information between reporting periods and geographical units (such as like-for-like sales), by adjusting for non-recurring or uncontrollable factors which affect IFRS measures, to aid users in understanding the Group's performance. Consequently, APMs are used by the directors and management for performance analysis, planning, reporting and incentive-setting purposes.

The directors believe the following metrics to be the APMs used by the Group to help evaluate growth trends, establish budgets and assess operational performance and efficiencies. These measures provide an enhanced understanding of the Group's results and related trends, therefore increasing transparency and clarity into the core results of the business.

The following metrics are useful in evaluating the Group's operating performance:

APM	Closest equivalent IFRS measure	Adjustments to reconcile to IFRS measure	Definition and purpose
EBITDA and margin	Operating profit	• Depreciation and amortisation	The Group defines EBITDA as operating profit/(loss) for the period before depreciation and amortisation. The Group defines EBITDA margin as EBITDA divided by revenue. EBITDA and margin are measures used by the directors to assess the trading performance of the business and are therefore the measure of segment profit that the Group presents under IFRS. EBITDA and margin are also presented on a consolidated basis because the directors believe it is important to consider profitability on a basis consistent with that of the Group's operating segments. When presented on a consolidated basis, EBITDA and margin are APMs. Depreciation and amortisation is a non-cash item which fluctuates depending on the timing of capital investment and useful economic life. Directors believe that a measure which removes this volatility improves comparability of the Group's results period on period and hence is adjusted to arrive at EBITDA and margin.
Underlying profit/(loss) before tax	Profit/(loss) before tax	• Exceptional items (refer to note on exceptional items on page 248)	The Group defines underlying profit/(loss) before tax as profit/(loss) before tax adjusted for exceptional items. The directors view underlying profit/(loss) before tax to be a meaningful measure to analyse the Group's profitability.
Effective tax rate	Reported tax rate	• Exceptional items (refer to note on exceptional items on page 248) • Foreign exchange rate movements • One-off tax impact of prior period, tax litigation settlement and impact of tax on permanent differences	The Group defines effective tax rate as reported tax rate (reported tax charge divided by reported profit before tax) adjusted for exceptional items, foreign exchange rate movements and one-off tax items of prior period adjustment, tax settlements and impact of permanent differences on tax. This provides an indication of the current on-going tax rate across the Group. Foreign exchange rate movements are specific items that are non-tax deductible in a few of the entities which are loss making and/or where DTA is not yet triggered and hence are considered to hinder comparison of the Group's effective tax rate on a period-to-period basis and therefore excluded to arrive at effective tax rate. One-off tax impact on account of prior period adjustment, any tax litigation settlement and tax impact on permanent differences are additional specific items that because of their size and frequency in the results, are considered to hinder comparison of the Group's effective tax rate on a period-to-period basis.

APM	Closest equivalent IFRS measure	Adjustments to reconcile to IFRS measure	Definition and purpose
Underlying profit/(loss) after tax	Profit/(loss) for the period	• Exceptional items (refer to note on exceptional items on page 248)	The Group defines underlying profit/(loss) after tax as profit/(loss) for the period adjusted for exceptional items. The directors view underlying profit/(loss) after tax to be a meaningful measure to analyse the Group's profitability.
Earnings per share before exceptional items	EPS	• Exceptional items (refer to note on exceptional items on page 248)	The Group defines earnings per share before exceptional items as profit/(loss) for the period before exceptional items attributable to owners of the company divided by the weighted average number of ordinary shares in issue during the financial period. This measure reflects the earnings per share before exceptional items for each share unit of the company.
Earnings per share before exceptional items and derivative and foreign exchange losses*	EPS	• Exceptional items (refer to note on exceptional items on page 248) • Derivative and foreign exchange losses	The Group defines earnings per share before exceptional items and derivative and foreign exchange losses as profit/(loss) for the period before exceptional items and derivative and foreign exchange losses (net of tax) attributable to owners of the company divided by the weighted average number of ordinary shares in issue during the financial period. This measure reflects the earnings per share before exceptional items and derivative and foreign exchange losses for each share unit of the company. Derivative and foreign exchange losses are due to revaluation of US dollar balance sheet liabilities and derivatives as a result of currency devaluation.
Operating free cash flow	Cash generated from operating activities	• Income tax paid • Changes in working capital • Other non-cash items • Non-operating income • Exceptional items (refer to note on exceptional items on page 248) • Capital expenditures	The Group defines operating free cash flow as net cash generated from operating activities before income tax paid, changes in working capital, other non-cash items, non-operating income, exceptional items, and after capital expenditures. The Group views operating free cash flow as a key liquidity measure, as it indicates the cash available to pay dividends, repay debt or make further investments in the Group.
Net debt and leverage ratio	Borrowings	• Lease liabilities • Cash and cash equivalent • Term deposits with banks • Deposits given against borrowings/non-derivative financial instruments • Fair value hedges	The Group defines net debt as borrowings, including lease liabilities less cash and cash equivalents, term deposits with banks, deposits given against borrowings/non-derivative financial instruments, processing costs related to borrowings and fair value hedge adjustments. The Group defines leverage ratio as net debt divided by EBITDA for the preceding 12 months. The directors view net debt and the leverage ratio to be meaningful measures to monitor the Group's ability to cover its debt through its earnings.
Return on capital employed	No direct equivalent	• Exceptional items (refer to note on exceptional items on page 248) to arrive at EBIT	The Group defines return on capital employed ('ROCE') as EBIT divided by average capital employed. The directors view ROCE as a financial ratio that measures the Group's profitability and the efficiency with which its capital is being utilised. The Group defines EBIT as operating profit/(loss) for the period. Capital employed is defined as sum of equity attributable to owners of the company (grossed up for put option provided to minority shareholders to provide them liquidity as part of the sale agreements executed with them during year ended 31 March 2022), non-controlling interests and net debt. Average capital employed is average of capital employed at the closing and beginning of the relevant period. For quarterly computations, ROCE is calculated by dividing EBIT for the preceding 12 months by the average capital employed (being the average of the capital employed averages for the preceding four quarters).

* New APM added during the year ended 31 March 2024.

Some of the Group's IFRS measures and APMs are translated at constant currency exchange rates to measure the organic performance of the Group. In determining the percentage change in constant currency terms, both current and previous financial reporting period's results have been converted using exchange rates prevailing as on 31 March 2023 for all countries, except Nigeria. For Nigeria the constant currency exchange rate used is 752.2 NGN/USD which is prevailing rate as on 30 June 2023.Reported currency percentage change is derived based on the average actual periodic exchange rates for that financial period. Variances between constant currency and reported currency percentages are due to exchange rate movements between the previous financial reporting period and the current period. The constant currency numbers only reflect the retranslation of reported numbers into exchange rates as of 31 March 2023 (Nigeria as of 30 June 2023) and are not intended to represent the wider impact that currency changes has on the business.

Reconciliation between GAAP and Alternative Performance Measures

Table A: EBITDA and margin

Description	Unit of measure	Year ended March 2024	Year ended March 2023
Operating profit	$m	**1,640**	1,757
Add:			
Depreciation and amortisation	$m	**788**	818
EBITDA	$m	**2,428**	2,575
Revenue	$m	**4,979**	5,255
EBITDA margin (%)	%	**48.8%**	49.0%

Table B: Underlying profit/(loss) before tax

Description	Unit of measure	Year ended March 2024	Year ended March 2023
(Loss)/Profit before tax	$m	**(63)**	1,034
Finance cost – exceptional items	$m	**807**	–
Underlying profit before tax	$m	**744**	1,034

Table C: Effective tax rate

Description	Unit of measure	March 2024 Profit before taxation	March 2024 Income tax expense	March 2024 Tax rate %	March 2023 Profit before taxation	March 2023 Income tax expense	March 2023 Tax rate %
Reported effective tax rate (after EI)	$m	**(63)**	**26**	**(41.1%)**	1,034	284	27.4%
Exceptional items (provided below)	$m	**807**	**258**		–	161	
Reported effective tax rate (before EI)	$m	**744**	**284**	**38.3%**	1,034	445	43.0%
Adjusted for:							
Foreign exchange rate movement for loss making entity and/or non-DTA operating companies & holding companies	$m	**57**	**–**		106	–	
One-off adjustment and tax on permanent differences	$m	**–**	**24**		5	(1)	
Effective tax rate	$m	**801**	**308**	**38.4%**	1,145	444	38.8%
Exceptional items							
1. Deferred tax asset recognition	$m	**–**	**–**				
2. Derivative and foreign exchange losses	$m	**807**	**258**		–	–	
Total	$m	**807**	**258**		–	161	

a) $258m exceptional tax gain in full year period ended 31 March 2024 is tax gain corresponding to $807m derivative and foreign exchange losses following Nigerian naira and Malawian kwacha devaluation.

b) $161m exceptional tax gain in full year ended 31 March 2023 is on account of deferred tax credit in Kenya, the Democratic Republic of Congo and Tanzania.

Table D: Underlying profit/(loss) after tax

Description	Unit of measure	Year ended March 2024	Year ended March 2023
(Loss)/profit after tax	$m	**(89)**	750
Finance cost – exceptional items	$m	**807**	–
Tax exceptional items	$m	**(258)**	(161)
Underlying profit after tax	$m	**460**	589

Table E: Earnings per share before exceptional items

Description	Unit of measure	Year ended March 2024	Year ended March 2023
(Loss)/profit for the period attributable to owners of the company	$m	**(165)**	663
Finance cost – exceptional items	$m	**807**	–
Tax exceptional items	$m	**(258)**	(161)
Non-controlling interest exceptional items	$m	**(4)**	10
Profit for the period attributable to owners of the company – before exceptional items	$m	**380**	512
Weighted average number of ordinary shares in issue during the financial period.	Million	**3,751**	3,752
Earnings per share before exceptional items	Cents	**10.1**	13.6

Table F: Earnings per share before exceptional items and derivative and foreign exchange losses

Description	Unit of measure	Year ended March 2024	Year ended March 2023
(Loss)/profit for the period attributable to owners of the company	$m	**(165)**	663
Finance cost – exceptional items	$m	**807**	–
Tax exceptional items	$m	**(258)**	(161)
Non-controlling interest exceptional items	$m	**(4)**	10
Profit for the period attributable to owners of the company – before exceptional items	$m	**380**	512
Derivative and foreign exchange losses (excluding exceptional items)	$m	**452**	338
Tax on derivative and foreign exchange losses (excluding exceptional items)	$m	**(130)**	(77)
Non-controlling interest on derivative and foreign exchange loss-es (excluding exceptional items) – net of tax	$m	**(17)**	(4)
Profit for the period attributable to owners of the company- before exceptional items and derivative and foreign exchange losses	$m	**685**	769
Weighted average number of ordinary shares in issue during the financial period	million	**3,751**	3,752
Earnings per share before exceptional items and derivative and foreign exchange losses	cents	**18.3**	20.5

Table G: Operating free cash flow

Description	Unit of measure	Year ended March 2024	Year ended March 2023
Net cash generated from operating activities	$m	**2,259**	2,229
Add: income tax paid	$m	**344**	397
Net cash generation from operation before tax	$m	**2,603**	2,605
Less: changes in working capital			
Increase in trade receivables	$m	**79**	45
Increase in inventories	$m	**16**	13
Increase in trade payables	$m	**(56)**	(9)
Increase in mobile money wallet balance	$m	**(207)**	(120)
(Increase)/decrease in provisions	$m	**(3)**	32
Increase in deferred revenue	$m	**(21)**	(37)
Increase in other financial and non-financial liabilities	$m	**(76)**	(113)
Increase in other financial and non-financial assets	$m	**93**	140
Operating cash flow before changes in working capital	$m	**2,428**	2,577
Other non-cash adjustments	$m	**-**	(2)
EBITDA	$m	**2,428**	2,575
Less: capital expenditure	$m	**(737)**	(748)
Operating free cash flow	$m	**1,691**	1,827

Reconciliation between GAAP and alternative performance measures continued

Table H: Net debt and leverage

Description	Unit of measure	As at March 2024	As at March 2023
Long term borrowing, net of current portion	$m	**947**	1,233
Short-term borrowings and current portion of long-term borrowing	$m	**1,426**	945
Add: processing costs related to borrowings	$m	**8**	7
Less: fair value hedge adjustment	$m	**(1)**	(5)
Less: cash and cash equivalents	$m	**(620)**	(586)
Less: term deposits with banks	$m	**(344)**	(117)
Add: lease liabilities	$m	**2,089**	2,047
Net debt	$m	**3,505**	3,524
EBITDA (LTM)	$m	**2,428**	2,575
Leverage (LTM)	times	**1.4x**	1.4x

Table I: Return on capital employed

Description	Unit of measure	Year ended March 2024	Year ended March 2023
Operating profit (LTM)	$m	**1,640**	1,757
Equity attributable to owners of the company	$m	**2,160**	3,635
Add: put option given to minority shareholders[1]	$m	**552**	569
Gross equity attributable to owners of the company[1]	$m	**2,712**	4,204
Non-controlling interests (NCI)	$m	**140**	173
Net debt (refer to table H)	$m	**3,505**	3,524
Capital employed	$m	**6,357**	7,901
Average capital employed[1]	$m	**7,130**	7,536
Return on capital employed	%	**23.0%**	23.3%

1 Average capital employed is calculated as average of capital employed at closing and opening of relevant period.

Note on exceptional items:

"Exceptional items refer to items of income or expense within the consolidated statement of comprehensive income, which are of such size, nature or incidence that their exclusion is considered necessary to explain the performance of the Group and improve the comparability between periods. Reversals of previous exceptional items are also considered as exceptional items. When applicable, these items include amongst others, currency devaluation of local currencies against the US Dollar, network modernisation, share issue expenses, loan prepayment costs, the settlement of legal and regulatory cases, restructuring costs, impairments, gain on sale of tower assets and the initial recognition of deferred tax assets etc.

The Group has US Dollar liabilities in subsidiaries in which the US Dollar is not the functional currency. Changes in the US Dollar exchange rate against the relevant functional currency leads to foreign exchange gains or losses recorded in the statement of comprehensive income. With respect to the classification of whether these gains or losses, as a result of the devaluation of local currencies against the US Dollar, as an exceptional item, the Group presents the impact as an exceptional item only if a particular currency has devalued (or appreciated) due to a structural change in the local market (for example as a result of changes in government policy) or the devaluation in a month is more than a threshold percentage. The devaluation is also only reported as exceptional if the resultant impact on the Group's profit before tax is higher than a monetary threshold. Reversals of foreign exchange losses as a result of the above are also reported as exceptional. The Group continues to review its exceptional items policy to align it to changes in the macro-economic environment. For the current year, this did not have a change on the amounts reported as exceptional items."

Forward-looking statements

This document contains certain forward-looking statements regarding our intentions, beliefs or current expectations concerning, amongst other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the economic and business circumstances occurring from time to time in the countries and markets in which the Group operates.

These statements are often, but not always, made through the use of words or phrases such as "believe," "anticipate," "could," "may," "would," "should," "intend," "plan," "potential," "predict," "will," "expect," "estimate," "project," "positioned," "strategy," "outlook", "target" and similar expressions.

It is believed that the expectations reflected in this document are reasonable, but they may be affected by a wide range of variables that could cause actual results to differ materially from those currently anticipated.

All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual future financial condition, performance and results to differ materially from the plans, goals, expectations and results expressed in the forward-looking statements and other financial and/or statistical data within this communication.

Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are uncertainties related to the following: the impact of competition from illicit trade; the impact of adverse domestic or international legislation and regulation; changes in domestic or international tax laws and rates; adverse litigation and dispute outcomes and the effect of such outcomes on Airtel Africa's financial condition; changes or differences in domestic or international economic or political conditions; the ability to obtain price increases and the impact of price increases on consumer affordability thresholds; adverse decisions by domestic or international regulatory bodies; the impact of market size reduction and consumer down-trading; translational and transactional foreign exchange rate exposure; the impact of serious injury, illness or death in the workplace; the ability to maintain credit ratings; the ability to develop, produce or market new alternative products and to do so profitably; the ability to effectively implement strategic initiatives and actions taken to increase sales growth; the ability to enhance cash generation and pay dividends and changes in the market position, businesses, financial condition, results of operations or prospects of Airtel Africa.

Past performance is no guide to future performance and persons needing advice should consult an independent financial adviser. The forward-looking statements contained in this document reflect the knowledge and information available to Airtel Africa at the date of preparation of this document and Airtel Africa undertakes no obligation to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on such forward-looking statements.

No statement in this communication is intended to be, nor should be construed as, a profit forecast or a profit estimate and no statement in this communication should be interpreted to mean that earnings per share of Airtel Africa plc for the current or any future financial periods would necessarily match, exceed or be lower than the historical published earnings per share of Airtel Africa plc.

Financial data included in this document are presented in US dollars rounded to the nearest million. Therefore, discrepancies in the tables between totals and the sums of the amounts listed may occur due to such rounding. The percentages included in the tables throughout the document are based on numbers calculated to the nearest $1,000 and therefore minor rounding differences may result in the tables. Growth metrics are provided on a constant currency basis unless otherwise stated. The Group has presented certain financial information on a constant currency basis. This is calculated by translating the results for the current financial year and prior financial year at a fixed 'constant currency' exchange rate, which is done to measure the organic performance of the Group. Growth rates for our reporting regions and service segments are provided in constant currency as this better represents the performance of the business.

Glossary

Technical and industry terms

Company-related

4G data customer	A customer having a 4G handset and who has used at least 1 MB of data on the Group network using any of GPRS, 3G and 4G in the last 30 days.
Airtel Money	Airtel Money is the brand name for Airtel Africa's mobile money products and services. The term is used interchangeably with 'mobile money' when referring to our mobile money business, finance, operations and activities.
Airtel Money ARPU (mobile money ARPU)	Mobile money average revenue per user. This is derived by dividing total mobile money revenue during the relevant period by the average number of active mobile money customers and dividing the result by the number of months in the relevant period.
Airtel Money customer base (mobile money customer base)	Total number of active subscribers who have enacted any mobile money usage event in the last 30 days.
Airtel money customer penetration (mobile money customer penetration)	The proportion of total Airtel Africa active mobile customers who use mobile money services. This is calculated by dividing the mobile money customer base by the Group's total customer base.
Airtel Money transaction value (mobile money transaction value)	The sum of all financial transactions performed on Airtel Africa's mobile money platform for the relevant period.
Airtel money transaction value per customer per month (mobile money transaction value per customer per month)	Calculated by dividing the total mobile money transaction value on the Group's mobile money platform during the relevant period by the average number of active mobile money customers and dividing the result by the number of months in the relevant period.
ARPU	Average revenue per user per month. This is derived by dividing total revenue during the relevant period by the average number of customers during the period and dividing the result by the number of months in the relevant period.
Average customers	The average number of active customers for a period. This is derived from the monthly averages during the relevant period. Monthly averages are calculated using the number of active customers at the beginning and the end of each month.
Broadband base stations	Base stations that carry either 3G and/or 4G capability across all technologies and spectrum bands.
Bundle penetration	The proportion of revenue contributed by bundled products as a percentage of the total revenue generated by the service.
Capital expenditure (capex)	An alternative performance measure (non-GAAP). This is defined as investment in gross fixed assets (both tangible and intangible but excluding spectrum and licences) plus capital work in progress (CWIP), excluding provisions on CWIP for the period.
Constant currency	The Group has presented certain financial information that is calculated by translating the results for the current financial year and prior financial years at a fixed 'constant currency' exchange rate, which is used to measure the organic performance of the Group. Growth rates for business and product segments are in constant currency as it better represents the underlying performance of the business. Constant currency growth rates for all the reported periods except 2023/24 is calculated using the closing exchange rate as at the end of the immediate prior reporting period. For instance, 2022/23 constant currency rate is closing exchange rate as of 31 March 2022. For 2023/24, constant currency growth rates are calculated using 31 March 2023 closing exchange rate for all reported regions and service segments except for Nigeria region and service segment. For the Nigeria region and service segment, constant currency growth rates have been calculated using 30 June 2023 closing exchange rate. In June 2023, the Central Bank of Nigeria (CBN) announced changes to the operations in the Nigerian Foreign Exchange Market, including the abolishment of segmentation, with all segments now collapsing into the Investors and Exporters (I&E) window and the reintroduction of the 'Willing Buyer, Willing Seller' model at the I&E window. As a result of this CBN decision, the Nigerian naira devalued against US Dollar by approximately 62%. This change announced by CBN led to a material impact on the Group's financial statements and for better representation of the performance of the business and comparability, the closing exchange rate as of 30 Jun 2023 i.e. NGN752.2/USD has been used for calculation of constant currency growth rates of Nigeria region and service segment.
Customer	Defined as a unique active subscriber with a unique mobile telephone number who has used any of Airtel's services in the last 30 days.
Customer base	The total number of active subscribers that have used any of our services (voice calls, SMS, data usage or mobile money transactions in the last 30 days.
Data ARPU	Data ARPU is derived by dividing total data revenue during the relevant period by the average number of data customers and dividing the result by the number of months in the relevant period.
Data customer base	The total number of subscribers who have consumed at least 1 MB of data on the Group network using any of GPRS, 3G or 4G in the last 30 days.
Data customer penetration	The proportion of customers using data services. Calculated by dividing the data customer base by the total customer base.

Company-related

Data usage per customer	This is calculated by dividing the total MBs consumed on the Group's network during the relevant period by the average data customer base over the same period and dividing the result by the number of months in the relevant period.
Digitalisation	We use the term digitalisation in its broadest sense to encompass both digitisation actions and processes that convert analogue information into a digital form and thereby bring customers into the digital environment, and the broader digitalisation processes of controlling, connecting and planning processes digitally; the processes that affect digital transformation of our business, and of industry, economics and society as a whole through bringing about new business models, socio-economic structures and organisational patterns.
Diluted earnings per share	Diluted EPS is calculated by adjusting the profit for the year attributable to the shareholders and the weighted average number of shares considered for deriving basic EPS, for the effects of all the shares that could have been issued upon conversion of all dilutive potential shares. The dilutive potential shares are adjusted for the proceeds receivable had the shares actually been issued at fair value. Further, the dilutive potential shares are deemed converted as at beginning of the period, unless issued at a later date during the period.
Earnings per share (EPS)	EPS is calculated by dividing the profit for the period attributable to the owners of the company by the weighted average number of ordinary shares outstanding during the period.
Environment, Social and Governance (ESG)	ESG is a framework designed to be embedded into an organisation's strategy that considers the needs and ways in which to generate value for all organisational stakeholders.
Foreign exchange rate movements for non-DTA operating companies and holding companies	Foreign exchange rate movements are specific items that are non-tax deductible in a few of our operating entities; hence these hinder a like-for-like comparison of the Group's effective tax rate on a period-to-period basis and are therefore excluded when calculating the effective tax rate.
GSMA	A global organisation representing mobile operators and organisations across the mobile ecosystem and adjacent industries.
Information and communication technologies (ICT)	ICT refers to all communication technologies, including the internet, wireless networks, cell phones, computers, software, middleware, video-conferencing, social networking, and other media applications and services.
IRU	Indefeasible Right of Use – a contractual agreement for a portion of the capacity/fiber of any fibre route.
Lease liability	Lease liability represents the present value of future lease payment obligations.
Leverage	An alternative performance measure (non-GAAP). Leverage (or leverage ratio) is calculated by dividing net debt at the end of the relevant period by the EBITDA for the preceding 12 months.
Mini-AMB	A compact outlet that offers the services of an Airtel Money Branch, currently being trialled in Zambia.
Minutes of usage	Minutes of usage refer to the duration in minutes for which customers use the Group's network for making and receiving voice calls. It is typically expressed over a period of one month. It includes all incoming and outgoing call minutes, including roaming calls.
Mobile services	Mobile services are our core telecom services, mainly voice and data services, but also including revenue from tower operation services provided by the Group and excluding mobile money services.
Mobile termination rates (MTR)	Mobile termination rates are the charges paid to the telecom operator on whose network a call is terminated.
Net debt	An alternative performance measure (non-GAAP). The Group defines net debt as borrowings, including lease liabilities less cash and cash equivalents, term deposits with banks, processing costs related to borrowings and fair value hedge adjustments.
Net debt to EBITDA	An alternative performance measure (non-GAAP). Calculated by dividing net debt as at the end of the relevant period by EBITDA for the last 12 months (LTM), from the end of the relevant period. This is also referred to as the leverage ratio.
Net revenue	An alternative performance measure (non-GAAP). Defined as total revenue adjusted for MTR (mobile transaction rates), cost of goods sold and mobile money commissions.
Network towers or 'sites'	Physical network infrastructure comprising a base transmission system (BTS) which holds the radio transceivers (TRXs) that define a cell and coordinates the radio link protocols with the mobile device. It includes all ground-based, roof top and in-building solutions.
Operating company (OpCo)	Operating company (or OpCo) is a defined corporate business unit, providing telecoms services and mobile money services in the Group's footprint.
Operating free cash flow	An alternative performance measure (non-GAAP). Calculated by subtracting capital expenditure from EBITDA.
Operating leverage	An alternative performance measure (non-GAAP). Operating leverage is a measure of the operating efficiency of the business. It is calculated by dividing operating expenditure (excluding regulatory charges) by total revenue.

Glossary continued

Company-related	
Operating profit	Operating profit is a GAAP measure of profitability. Calculated as revenue less operating expenditure (including depreciation and amortisation, and operating exceptional items).
Other revenue	Other revenue includes revenues from messaging, value added services (VAS), enterprise, site sharing and handset sale revenue.
Reported currency	Our reported currency is US dollars. Accordingly, actual periodic exchange rates are used to translate the local currency financial statements of OpCos into US dollars. Under reported currency the assets and liabilities are translated into US dollars at the exchange rates prevailing at the reporting date whereas the statements of profit and loss are translated into US dollars at monthly average exchange rates.
Smartphone	A smartphone is defined as a mobile phone with an interactive touch screen that allows the user to access the internet and additional data applications, providing additional functionality to that of a basic 'feature' phone which is used only for making voice calls and sending and receiving text messages.
Smartphone penetration	Calculated by dividing the number of smartphone devices in use by the total number of customers.
Total MBs on network	Total MBs of data consumed (uploaded and downloaded) by customers on the Group network using any of GPRS, 3G and 4G during the relevant period.
EBIT	An alternative performance measure (non-GAAP). Defined as operating profit.
EBITDA	An alternative performance measure (non-GAAP). Defined as operating profit before depreciation and amortisation.
EBITDA margin	An alternative performance measure (non-GAAP). Calculated by dividing EBITDA for the relevant period by revenue for the relevant period.
Unique mobile penetration	The number of individual mobile subscribers as a proportion of the total population. This metric adjusts for the use of multiple SIM cards by customers, to identify the degree of uptake of mobile services by individuals.
Unstructured Supplementary Service Data (USSD)	Unstructured Supplementary Service Data (USSD), also known as 'quick codes' or 'feature codes', is a communications protocol for GSM mobile operators, similar to SMS messaging. It has a variety of uses such as WAP browsing, prepaid callback services, mobile-money services, location-based content services, menu-based information services, and for configuring phones on the network.
Voice minutes of usage per customer per month	Calculated by dividing the total number of voice minutes of usage on the Group's network during the relevant period by the average number of customers and dividing the result by the number of months in the relevant period.
Weighted average number of shares	The weighted average number of shares is calculated by multiplying the number of outstanding shares by the portion of the reporting period those shares covered, doing this for each portion, and then summing the total.

Abbreviations

2G	Second-generation mobile technology
3G	Third-generation mobile technology
4G	Fourth-generation mobile technology
5G	Fifth-generation mobile technology
AAML	Airtel Africa Mauritius Limited
ARC	Audit and risk committee
ARPU	Average revenue per user
B2B	Business to business
bps	Basis points
bn	Billion
CAGR	Compound annual growth rate
CFD	Climate-related financial disclosures
CRO	Climate related risks and opportunities
CSR	Corporate social responsibility
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation
ERC	Executive Risk Committee
ESEF	European single electronic format
ExCo	Executive committee
Fiberco	Fiber Company
FRC	Financial reporting council
GAAP	Generally accepted accounting principles
GB	Gigabyte
GDP	Gross domestic product
GHG	Greenhouse gases
HoldCo	Holding company
HSE	Health, safety and environment
IAS	International accounting standards
IFRS	International financial reporting standards
IMF	International monetary fund
IMT	International money transfer
IPO	Initial public offering
ISO	International organization for standardization
KPIs	Key performance indicators
KYC	Know your customer
LTE	Long-term evolution (4G technology)
LSE	London Stock Exchange
LTM	Last 12 months
m	Million
MB	Megabyte
NCI	Non-controlling interest
NGO	Non-governmental organisation
NGX	Nigerian Exchange Limited
NIN	National identification number
OpCo	Operating company
P2P	Person to person
PAYG	Pay-as-you-go
ppts	Percentage points
QoS	Quality of service
RAN	Radio access network
SDG	Sustainable development goals
SERAs	Sustainability, enterprise and responsibility awards
SIM	Subscriber identification module
Single RAN	Single radio access network
SMS	Short messaging service
TB	Terabyte
TCFD	Taskforce for climate-related financial disclosure
Telecoms	Telecommunications
UoM	Unit of measure
USSD	Unstructured supplementary service data
VAT	Value added tax

General shareholders' information

Annual General Meeting

Date	3 July 2024
Day	Wednesday
Time	11am BST
Venue	53/54 Grosvenor Street, London W1K 3HU, United Kingdom

Dividend

Ex-dividend date for final dividend	20 June 2024
Record date for final dividend	21 June 2024
AGM	3 July 2024
Final dividend payment	3.57 cents per ordinary share

Financial calendar

Financial year: 1 April to 31 March.

Airtel Africa plc share price

Airtel Africa's ordinary shares have a premium listing on the London Stock Exchange's main market for listed securities and are listed under the symbol AAF. Current and historical share price information is available on our website: www.airtel.africa.

Shareholders as at 31 March 2024

Number of ordinary shares held	Number of accounts	Number of shares	% of total issued shares
1-1,000	39	16,618	0.00
1,001-5,000	53	149,999	0.00
5,001-50,000	139	3,351,216	0.09
50,001-100,000	44	3,302,777	0.09
100,001-500,000	108	28,178,842	0.75
More than 500,000	132	3,715,762,197	99.07
Totals	**515**	**3,750,761,649**	**100%**

Warning to shareholders ('boiler room' scams)

In recent years, many companies have become aware that their shareholders have received unsolicited calls or correspondence concerning investments. These callers typically make claims of highly profitable opportunities in UK investments that turn out to be worthless or simply do not exist. These approaches are usually made by unauthorised companies and individuals and are commonly known as 'boiler room' scams. Airtel Africa plc shareholders are advised to be extremely wary of such approaches and to only deal with firms authorised by FCA. See the FCA website at fca.org.uk/scamsmart for more information about this and similar activities.

Registrar and transfer agent

All the work related to share registry, both in physical and electronic form, is handled by our registrar and transfer agent at the address mentioned in the communication addresses section.

Communication addresses

	Contact	Email	Address
For corporate governance and other secretarial related matters	Simon O'Hara Group company secretary	investor.relations@africa.airtel.com	First Floor, 53/54 Grosvenor Street, London W1K 3HU, UK Tel: +44 (0)207 493 9315
For queries relating to financial statements and corporate communication matters	Alastair Jones Head of investor relations	investor.relations@africa.airtel.com	First Floor, 53/54 Grosvenor Street, London W1K 3HU, UK Tel: +44 (0)207 493 9315
Registrar and transfer agent	Computershare Investor Services PLC	webqueries@computershare.co.uk	The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK
	Coronation Registrars Limited	customercare@coronationregistrars.com	9 Amodu Ojikutu Street, Victoria Island, Lagos, Nigeria Tel: +234 2012 272570

Auditor's ESEF Assurance statement

Independent auditor's reasonable assurance report to the Members of Airtel Africa plc on the compliance of the Electronic Format Annual Financial Report with Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.15R-DTR 4.1.18R

Report on compliance with the requirements for iXBRL mark up ('tagging') of consolidated financial statements included in the Electronic Format Annual Financial Report

We have undertaken a reasonable assurance engagement on the iXBRL mark up of consolidated financial statements for the year ended 31 March 2024 of Airtel Africa plc (the "company") included in the Electronic Format Annual Financial Report prepared by the company.

Opinion

In our opinion, the consolidated financial statements for the year ended 31 March 2024 of the company included in the Electronic Format Annual Financial Report, are marked up, in all material respects, in compliance with DTR 4.1.15R-DTR 4.1.18R.

The directors' responsibility for the Electronic Format Annual Financial Report prepared in compliance with DTR 4.1.15R-DTR 4.1.18R

The directors are responsible for preparing the Electronic Format Annual Financial Report. This responsibility includes:

- the selection and application of appropriate iXBRL tags using judgement where necessary;
- ensuring consistency between digitised information and the consolidated financial statements presented in human-readable format; and
- the design, implementation and maintenance of internal control relevant to the application of DTR 4.1.15R-DTR 4.1.18R.

Our independence and quality control

We have complied with the independence and other ethical requirements of Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We apply International Standard on Quality Monitoring (ISQM) 1 and, accordingly, maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our responsibility

Our responsibility is to express an opinion on whether the iXBRL mark up of consolidated financial statements complies in all material respects with DTR 4.1.15R-DTR 4.1.18R based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with International Standard on Assurance Engagements (UK) 3000, Assurance Engagements Other than Audits or Reviews of Historical Financial Information ('ISAE (UK) 3000') issued by the FRC.

A reasonable assurance engagement in accordance with ISAE (UK) 3000 involves performing procedures to obtain reasonable assurance about the compliance of the mark up of the consolidated financial statements with the DTR 4.1.15R-DTR 4.1.18R. The nature, timing and extent of procedures selected depend on the practitioner's judgement, including the assessment of the risks of material departures from the requirements set out in DTR 4.1.15R-DTR 4.1.18R, whether due to fraud or error. Our reasonable assurance engagement consisted primarily of:

- obtaining an understanding of the iXBRL mark up process, including internal control over the mark up process relevant to the engagement;
- reconciling the marked up data with the audited consolidated financial statements of the company dated 8 May 2024;
- evaluating the appropriateness of the company's mark up of the consolidated financial statements using the iXBRL mark-up language;
- evaluating the appropriateness of the company's use of iXBRL elements selected from a generally accepted taxonomy and the creation of extension elements where no suitable element in the generally accepted taxonomy has been identified; and
- evaluating the use of anchoring in relation to the extension elements.

In this report we do not express an audit opinion, review conclusion or any other assurance conclusion on the consolidated financial statements. Our audit opinion relating to the consolidated financial statements of the company for the year ended 31 March 2024 is set out in our Independent Auditor's Report dated 8 May 2024.

Use of our report

Our report is made solely to the company's members, as a body, in accordance with ISAE (UK) 3000. Our work has been undertaken so that we might state to the company those matters we are required to state to them in this 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 members as a body for our work, this report, or for the conclusions we have formed.

Daryl Winstone FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
London, United Kingdom

7 June 2024

FSC® www.fsc.org
MIX
Paper from responsible sources
FSC® C022913

Designed and produced by **Friend**
www.friendstudio.com

Print **Pureprint Group**

This report has been printed on Amadeus Silk which is FSC® certified and made from 100% Elemental Chlorine Free (ECF) pulp. The mill and the printer are both certified to ISO 14001 environmental management system.
The report was printed by a CarbonNeutral® printer.

airtel

Airtel Africa plc

53/54 Grosvenor Street
London W1K 3HU
England

airtel.africa