Please note that the Property, Plant and Equipment, the associated depreciation figures and the Monetary Gain on hyperinflation accounting for the year ended 28 February 2025 have been amended compared to those figures presented in the unaudited Q4 abridged financial statements released on 19 June 2025. These figures have been amended by $1.7m, $0.2m and $0.8m respectively and relate solely to hyperinflation accounting in Zimbabwe.

LIQUID TELECOMMUNICATIONS HOLDINGS LIMITED

(trading as)

LIQUID INTELLIGENT TECHNOLOGIES

(Licence Number: GB21100696)

ANNUAL FINANCIAL STATEMENTS

28 February 2025

LIQUID TELECOMMUNICATIONS HOLDINGS LIMITED
(Licence Number: GB21100696)
ANNUAL FINANCIAL STATEMENTS
28 February 2025

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LIQUID TELECOMMUNICATIONS HOLDINGS LIMITED
REPORT OF THE DIRECTORS
28 February 2025

General review

The operating results of Liquid Telecommunications Holdings Limited (the "company") and its subsidiaries (the "group") for the year ended 28 February 2025 are fully disclosed in the accompanying audited annual financial statements.

The company's main activity is to carry on the business of a holding company in respect of subsidiary companies across Africa and certain other countries across the rest of the world.

The group, trading as Liquid Intelligent Technologies, is a technology and digital solutions provider with operations in more than 25 countries primarily in Eastern, Southern and Central Africa that serves carrier, enterprise and retail customers with high-speed, reliable connectivity and digital services. The group has built Africa's largest independent fibre network, which reached 108,868 kilometres for the year ended 28 February 2025.

Total revenue for the year was USD 693.5 million (29 February 2024: USD 686.7 million), an increase of 1.0% year-on-year on a reported basis and total profit for the year was USD 18.4 million (29 February 2024: USD 5.3 million) representing an increase of 247.2% year-on-year on a reported basis. This increase in profit after tax is largely driven by foreign exchange movement and hyperinflation accounting in Zimbabwe. The group has seen growth across almost all product segments, particularly in South Africa and Zimbabwe, where customer demand has continued to rise. However, the underlying increase has been impacted by the adverse exchange rates in our largest markets as well as the general decline in voice revenue, which is following the global trend away from traditional voice traffic.

The group has evolved as a technology solutions provider delivering a broad range of value add products and services to its customers. As such the group manages and reports its revenue streams as shown below:

• Network - primarily revenue from long haul metro networks and roaming services;
• C2 - primarily revenue from cloud services, managed services and cybersecurity services;
• Dataport - primarily revenue from undersea assets, international wholesale, international enterprise and VSAT; and
• Voice traffic - primarily revenue from international voice interconnects between mobile network operators and international telecom carriers.

Going concern

The directors have reviewed the consolidated cash flow projections of the group for the sixteen months from the date of signing of the consolidated annual financial statements, taking into account the operating requirements of the business, debt service obligations and certain equity and refinancing activities currently underway. The detail of these requirements and activities are set out in note 42. Having carried out such an assessment, the directors consider that the operations provide sufficient financial sustainability to enable the business to continue in existence for the sixteen months from the date of signing of the consolidated annual financial statements subject to the material uncertainty over the quantum and timing of the completion of its debt refinancing which encompasses the completion of the second equity round, an asset sale by its parent entity to inject further capital into the group, the draw down on the new USD 220.0 million equivalent South African Rand term loan and the other aspects of the re-refinancing plan of the bond (collectively referred to as the "Refinancing Project"). This is associated with the Senior Secured Notes of USD 620.0 million, which would become payable on maturity in September 2026 and which management would not have the ability to repay given current cash and liquidity constraints. This is combined with the need to continue to meet its EBITDA forecasts in order to allow the group and company to meet tighter expected headroom of its financial covenants. As stated in note 42, these events or conditions, along with the other matters as set forth in note 42, indicate that a material uncertainty exists that may cast significant doubt on the group and company's ability to continue as a going concern.

Events after the reporting date

There have been no material events after the reporting date.

Statement of directors' responsibility in respect of the annual financial statements

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

• select suitable accounting policies and then apply them consistently;

• make judgements and estimates that are reasonable and prudent;

• state whether International Financial Reporting Standards ("IFRS") Accounting Standards, as issued by the International Accounting Standards Board ("IASB"), have been followed, subject to any material departures disclosed and explained in the consolidated and separate financial statements;

Statement of directors' responsibility in respect of the annual financial statements (continued)

• prepare the consolidated and separate financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business, and

• maintain adequate accounting records and an effective system of internal controls and risk management.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the group and the company and to enable them to ensure that the consolidated and separate financial statements comply with IFRS, laws and regulations. They are also responsible for safeguarding the assets of the group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Chairman and CEO's statement

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. We continuously review and enforce our systems to counter bribery and corruption.

Incorporation

Liquid Telecommunications Holdings Limited was incorporated on the 26 January 2007 in Mauritius and was granted a Category 2 – Global Business Licence. The company's Global Business Licence (category 2) was converted to a Global Business Company licence on 30 June 2021.

Dividends

Year ended 28 February 2025:

• Liquid Telecommunications Rwanda Limited, a subsidiary of the group, declared and paid a dividend of USD 1.7 million. USD 0.5 million is attributable to the non-controlling interests of the subsidiary.

• Zanlink, a subsidiary of the group, declared and paid a dividend of USD 1.0 million. USD 0.3 million is attributable to the non-controlling interests of the subsidiary.

• Worldstream (Pty) Limited, a subsidiary of the group, declared a dividend of USD 0.3 million. USD 0.1 million is attributable to the non-controlling interests of the subsidiary.

Year ended 29 February 2024:

• Liquid Telecommunications Rwanda Limited, a subsidiary of the group, declared and paid a dividend of USD 1.2 million. USD 0.4 million is attributable to the non-controlling interests of the subsidiary.

• Worldstream (Pty) Limited, a subsidiary of the group, declared a dividend of USD 0.4 million during the period. USD 0.1 million is attributable to the non-controlling interests of the subsidiary.

Share capital

The share capital of USD 3.7 million represents 124,857,914 ordinary shares (29 February 2024: USD 3.7 million represented by 124,857,914 ordinary shares). Refer to note 22 for details.

Investments

Full details of the group's and company's investments in subsidiaries, investments in associates, investments at Fair Value Through Other Comprehensive Income (FVTOCI) and at amortised cost, and other investments are disclosed in notes 13, 14, 15 and 16 of the financial statements.

Auditor

The auditor, Deloitte, has indicated its willingness to continue in office until the next annual meeting.

Directors and secretary

The directors of the company for the financial year ended 28 February 2025 and up to the date of this report were as follows:

Name:	Appointed on:	Resigned on:	
Nicholas Trevor Rudnick [2]	22-Oct-07	31-Jul-24	*[1] Zimbabwean*
Eric Venpin [3]	26-Jan-07	-	*[2] German*
Hardwork Pemhiwa Njodzi [1]	4-Nov-16	-	*[3] Mauritian*
Omobola Olubusola Johnson [6]	16-Aug-18	-	*[4] British*
Christopher Rajendran Hyman [4]	29-Jun-22	-	*[5] American*
Eric Ricardo Thompson [5]	25-Jan-23	30-Apr-24	*[6] Nigerian*
Mike Mootien [3]	27-Jun-23	-	
Lorraine Harper [4]	26-Jun-24	-	
Jake Sise Donavan[4]	26-Jun-24	-	

Secretary

DTOS Ltd
10th Floor, Standard Chartered Tower
19-21 Bank Street, Cybercity
Ebène, 72201
Republic of Mauritius

Registered office

10th Floor, Standard Chartered Tower
19-21 Bank Street, Cybercity
Ebène, 72201
Republic of Mauritius

Auditor

Deloitte
7th-8th Floor, Standard Chartered Tower
19-21 Bank Street,
Cybercity,
Ebene, 72201,
Republic of Mauritius

LIQUID TELECOMMUNICATIONS HOLDINGS LIMITED
CERTIFICATE FROM THE SECRETARY
UNDER SECTION 166 (d) OF THE MAURITIUS COMPANIES ACT 2001

We certify to the best of our knowledge and belief, we have filed with the Registrar of Companies all such returns as are required of Liquid Telecommunications Holdings Limited under Section 166 (d) of the Mauritius Companies Act 2001 for the year ended 28 February 2025.

For DTOS
Secretary

10th Floor, Standard Chartered Tower
19-21 Bank Street, Cybercity
Ebène, 72201
Republic of Mauritius

Date: 26 June 2025

Deloitte.

7th-8th floor, Standard Chartered Tower
19-21 Bank Street
Cybercity
Ebène 72201
Mauritius

Independent auditor's report to the Shareholders of
Liquid Telecommunications Holdings Limited

Report on the audit of the consolidated and separate financial statements

Opinion

We have audited the consolidated and separate financial statements of **Liquid Telecommunications Holdings Limited** (the "Company") and its subsidiaries (the "Group") set out on pages 8 to 71, which comprise the consolidated and separate statements of financial position as at 28 February 2025, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the financial position of the Group and Company as at 28 February 2025, and of their consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") and in compliance with the requirements of the Mauritius Companies Act 2001 in so far as applicable to Global Business Licence companies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standard Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (the "IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 42 in the consolidated and separate financial statements, which indicates there is a material uncertainty over the quantum and timing of the completion of the Refinancing Project described in that note. This project is associated with the Senior Secured notes of $620 million, which would become payable on maturity in September 2026. Management do not expect to have the ability to repay these notes without completion of the Refinancing Project given current cash and liquidity constraints. Furthermore, until such time as the Refinancing Project is complete, debt is reduced and the covenants are reset, the Group and Company are required to meet their current EBITDA forecasts to ensure they continue to meet tighter existing financial covenants at the next covenant test on the 31 August 2025. As stated in Note 42, these events or conditions, along with the other matters as set forth in Note 42, indicate that a material uncertainty exists that may cast significant doubt on the Group and Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises of Report of the Directors and the Certificate from the secretary but does not include the consolidated and separate financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Deloitte.

7th-8th floor, Standard Chartered Tower
19-21 Bank Street
Cybercity
Ebène 72201
Mauritius

Independent auditor's report to the Shareholders of
Liquid Telecommunications Holdings Limited (continued)

Responsibilities of directors for the consolidated and separate financial statements

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

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

Deloitte.

7th-8th floor, Standard Chartered Tower
19-21 Bank Street
Cybercity
Ebène 72201
Mauritius

Independent auditor's report to the Shareholders of Liquid Telecommunications Holdings Limited (continued)

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other legal and regulatory requirements

Mauritius Companies Act 2001

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

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

Use of this report

This report is made solely to the Company's shareholders, as a body, in accordance with section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte

Deloitte

Chartered Accountants

26 June 2025

Agrawal.

Vishal Agrawal, FCA

Licensed by FRC

LIQUID TELECOMMUNICATIONS HOLDINGS LIMITED
CONSOLIDATED AND SEPARATE STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
for the year ended 28 February 2025

		Group		Company	
	Notes	**28/02/25**	**29/02/24**	**28/02/25**	**29/02/24**
		USD'000	**USD'000**	**USD'000**	**USD'000**
Revenue	4.1	693,534	686,718	-	-
Interconnect related costs		(38,829)	(43,905)	-	-
Data and network related costs		(203,436)	(201,845)	-	-
Net other income	5.2	1,671	12,234	20,861	39,262
Selling, distribution and marketing costs		(11,286)	(10,764)	(842)	(1,016)
Expected credit loss (provision) / reversal		(823)	(7,665)	312	(7,978)
Administrative expenses		(58,870)	(66,898)	(24,459)	(30,130)
Staff costs	5.3	(116,993)	(110,645)	(5,591)	(514)
Depreciation, impairment and amortisation	5.4	(124,666)	(115,052)	(30,465)	(2,164)
Operating profit / (loss)		**140,302**	**142,178**	**(40,184)**	**(2,540)**
Dividends received from investments at FVTOCI		59	44	-	-
Dividend received from related parties		-	-	1,426	1,123
Restructuring costs		(3,619)	-	(419)	-
Acquisition and other investment costs	5.5	-	(106)	-	(106)
Gain on bargain purchase	31	-	272	-	-
Interest income	6	24,291	24,610	23,340	23,923
Finance costs	7	(101,847)	(79,894)	(34,727)	(32,012)
Net foreign exchange (loss) / gain	5.6	(321,579)	(440,858)	34	343
Hyperinflation monetary gain	1.1	306,722	386,603	-	-
Share of profits of associate	14	14	21	-	-
Profit / (loss) before taxation		**44,343**	**32,870**	**(50,530)**	**(9,269)**
Tax expense	8	(25,894)	(27,592)	(2,321)	(2,752)
Profit / (loss) for the year		**18,449**	**5,278**	**(52,851)**	**(12,021)**
Other comprehensive (expense) / income					
Items that may be reclassified subsequently to profit or loss:					
Translation gain / (loss) on accounting for foreign entities		30,341	(8,688)	-	-
Impact of foreign exchange on opening balance adjustment under hyperinflation accounting	1.1	(62,819)	(53,200)	-	-
Items that will not be reclassified subsequently to profit or loss:					
Fair value (loss) / gain on investments in equity instruments designated as FVTOCI	15	(636)	867	-	-
Total other comprehensive expense, net of tax		(33,114)	(61,021)	-	-
Total comprehensive expense		**(14,665)**	**(55,743)**	**(52,851)**	**(12,021)**
Profit attributable to:					
Owners of the company		18,443	5,631	(52,851)	(12,021)
Non-controlling interest		6	(353)	-	-
		18,449	**5,278**	**(52,851)**	**(12,021)**
Total comprehensive expense attributable to:					
Owners of the company		(14,577)	(55,179)	(52,851)	(12,021)
Non-controlling interest		(88)	(564)	-	-
		(14,665)	**(55,743)**	**(52,851)**	**(12,021)**
Earnings per share					
Basic (Cents per share)	39	14.77	4.51		

LIQUID TELECOMMUNICATIONS HOLDINGS LIMITED
CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION
as at 28 February 2025

		Group		Company	
	Notes	**28/02/25**	**29/02/24**	**28/02/25**	**29/02/24**
Non-current assets		**USD'000**	**USD'000**	**USD'000**	**USD'000**
Goodwill	9	76,089	73,990	-	-
Intangible assets	10	58,812	60,131	4,822	4,280
Property, plant and equipment	11	475,990	483,704	114	85
Right-of-Use assets	12	233,008	216,956	-	-
Investment in subsidiaries	13	-	-	650,598	662,791
Investment in associate	14	573	540	-	-
Investments at Fair Value Through Other Comprehensive Income (FVTO	15	16,672	15,362	15,310	15,310
Deferred tax assets	17	49,912	41,869	-	-
Investments at amortised cost	16	41	41	-	-
Long-term receivables	18	136,330	143,074	185,178	186,543
Pre-commencement lease payments		10,754	9,565	-	-
Total non-current assets		**1,058,181**	**1,045,232**	**856,022**	**869,009**
Current assets					
Inventories	19	22,005	50,399	-	-
Trade and other receivables	20	331,750	258,944	179,796	177,259
Taxation	8	2,953	5,277	-	-
Cash and cash equivalents	21	85,368	56,654	11,319	14,582
Restricted cash and cash equivalents	21	425	422	11	12
Total current assets		**442,501**	**371,696**	**191,126**	**191,853**
Total assets		**1,500,682**	**1,416,928**	**1,047,148**	**1,060,862**
Equity and liabilities					
Capital and reserves					
Share capital	22	3,716	3,716	3,716	3,716
Share premium	22	276,714	276,714	276,714	276,714
Convertible preference shares	22	180,000	180,000	180,000	180,000
Share application monies	22	35,000	-	35,000	-
Investment revaluation reserve	22a	(620)	16	-	-
Accumulated losses		(39,173)	(57,616)	(71,659)	(18,808)
Foreign currency translation reserve	22a	(311,626)	(279,242)	-	-
Total equity attributable to owners of the parent		**144,011**	**123,588**	**423,771**	**441,622**
Non-controlling interests	13.2	(918)	86	-	-
Total equity		**143,093**	**123,674**	**423,771**	**441,622**
Non-current liabilities					
Long term borrowings	23a	617,583	742,252	-	-
Long term lease liabilities	29	140,740	116,804	-	-
Long term intercompany borrowings	24	-	-	528,136	533,095
Long term provisions	26	5,479	6,372	-	-
Deferred revenue	28	47,179	56,967	-	-
Deferred tax liabilities	17	3,346	4,615	-	-
Total non-current liabilities		**814,327**	**927,010**	**528,136**	**533,095**
Current liabilities					
Short term portion of long term borrowings	23b	177,174	80,987	25,290	42,665
Short term portion of long term lease liabilities	29	36,628	20,441	-	-
Trade and other payables	25	238,979	199,889	67,158	43,480
Short term provisions	27	24,120	13,912	2,793	-
Deferred revenue	28	47,595	40,443	-	-
Taxation	8	18,766	10,572	-	-
Total current liabilities		**543,262**	**366,244**	**95,241**	**86,145**
Total equity and liabilities		**1,500,682**	**1,416,928**	**1,047,148**	**1,060,862**

Approved by the Board of Directors and authorised for issue on 26 June 2025.

Eric Venpin
Director

Mike Mootien
Director

LIQUID TELECOMMUNICATIONS HOLDINGS LIMITED
CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY
for the year ended 28 February 2025

Group

	Notes	Share Capital	Share Premium	Convertible preference shares	Share application monies	Investment revaluation reserve	Foreign currency translation reserve	Accumulated losses	Non-controlling interest	Total Equity
		USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
At 01 March 2023		**3,716**	**276,714**	**180,000**	**-**	**-**	**(217,565)**	**(64,098)**	**1,146**	**179,913**
Dividend	37	-	-	-	-	-	-	-	(496)	(496)
Transfer of investment revaluation reserve upon disposal of investments in equity instruments designated as at FVTOCI		-	-	-	-	(851)	-	851	-	-
Income / (expense) and total comprehensive income / (expense) for the year		-	-	-	-	867	(61,677)	5,631	(564)	(55,743)
Profit for the year		-	-	-	-	-	-	5,631	(353)	5,278
Fair value gain on investments in equity instruments designated as FVTOCI	15	-	-	-	-	867	-	-	-	867
Impact of foreign exchange on opening balance adjustment under hyperinflation accounting		-	-	-	-	-	(53,200)	-	-	(53,200)
Translation loss on accounting for foreign entities		-	-	-	-	-	(8,477)	-	(211)	(8,688)
At 29 February 2024		**3,716**	**276,714**	**180,000**	**-**	**16**	**(279,242)**	**(57,616)**	**86**	**123,674**
Receipt of share application monies	22	-	-	-	35,000	-	-	-	-	35,000
Dividend	37	-	-	-	-	-	-	-	(916)	(916)
Transfer of investment revaluation reserve upon disposal of investments in equity instruments designated as at FVTOCI		-	-	-			-	-	-	-
Income / (expense) and total comprehensive income / (expense) for the year		-	-	-	-	(636)	(32,384)	18,443	(88)	(14,665)
Profit for the year		-	-	-	-	-	-	18,443	6	18,449
Fair value loss on investments in equity instruments designated as FVTOCI	15	-	-	-	-	(636)	-	-	-	(636)
Impact of foreign exchange on opening balance adjustment under hyperinflation accounting		-	-	-	-	-	(62,819)	-	-	(62,819)
Translation gain on accounting for foreign entities		-	-	-	-	-	30,435	-	(94)	30,341
At 28 February 2025		**3,716**	**276,714**	**180,000**	**35,000**	**(620)**	**(311,626)**	**(39,173)**	**(918)**	**143,093**

Company

	Notes	Share capital	Share premium	Convertible preference shares	Share application monies	Accumulated losses	Total Equity
		USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
At 01 March 2023		3,716	276,714	180,000	-	(6,787)	453,643
Loss for the year		-	-	-	-	(12,021)	(12,021)
At 29 February 2024		**3,716**	**276,714**	**180,000**	**-**	**(18,808)**	**441,622**
Loss for the year		-	-	-	-	(52,851)	(52,851)
Receipt of share application monies	22	-	-	-	35,000	-	35,000
At 28 February 2025		**3,716**	**276,714**	**180,000**	**35,000**	**(71,659)**	**423,771**

LIQUID TELECOMMUNICATIONS HOLDINGS LIMITED
CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS
for the year ended 28 February 2025

		Group		Company	
	Notes	**28/02/25**	**29/02/24**	**28/02/25**	**29/02/24**
		USD'000	**USD'000**	**USD'000**	**USD'000**
Cash flows from operating activities:					
Cash generated from / (used in) operations	30	224,066	155,554	(14,779)	(49,442)
Income tax paid	8	(25,026)	(30,987)	(2,321)	(2,752)
Net cash generated from / (used in) operating activities		199,040	124,567	(17,100)	(52,194)
Cash flows from investing activities:					
Interest income		1,542	5,028	88	166
Purchase of investment at FVTOCI	15	(1,983)	(953)	-	-
Disposal of investment at FVTOCI	15	-	1,772	-	-
Net cash inflow on acquisition of subsidiary	31	-	148	-	-
Dividends received from investments at FVTOCI		59	44	-	-
Dividend received from related parties	32	-	-	1,708	840
Purchase of property, plant and equipment		(41,386)	(61,290)	-	-
Proceeds on disposal of property, plant and equipment		2,088	23,703	-	-
Pre-commencement lease payments		(1,189)	(1,101)	-	-
Purchase of intangible assets		(8,256)	(7,938)	-	-
Proceeds on disposal of intangible assets		-	84	-	-
Cash paid to long-term receivables from related parties		(337)	(9,115)	(2,235)	(2,047)
Cash received from long-term receivables from related parties		10,772	751	6,839	20,258
Decrease in long term receivables		(304)	-	-	-
Net cash (used in) / generated from investing activities		(38,994)	(48,867)	6,400	19,217
Cash flows from financing activities:					
Dividend paid		(1,090)	(360)	-	-
Finance costs paid		(60,251)	(57,504)	(4,940)	(2,510)
Receipt of share application monies		35,000	-	35,000	-
(Decrease) / increase in borrowings		(37,567)	28,603	(17,665)	42,441
Decrease in lease liabilities		(59,247)	(50,354)	-	-
Decrease in intercompany equity loans	24	-	-	(3,105)	-
Increase in long term intercompany borrowing	24	-	-	(1,854)	-
Net cash (used in) / generated from financing activities		(123,155)	(79,615)	7,436	39,931
Net (decrease) / increase in cash and cash equivalents		36,891	(3,915)	(3,264)	6,954
Cash and cash equivalents at beginning of the year		57,076	88,818	14,594	7,640
Translation of cash with respect to foreign operations		(8,174)	(27,827)	-	-
Cash and cash equivalents at end of the year		**85,793**	**57,076**	**11,330**	**14,594**
Represented by:					
Cash and cash equivalents	21	85,368	56,654	11,319	14,582
Restricted cash and cash equivalents	21	425	422	11	12
		85,793	**57,076**	**11,330**	**14,594**

1. General information

Liquid Telecommunications Holdings Limited (trading as Liquid Intelligent Technologies) is a private company incorporated in Mauritius on 26 January 2007 and was granted a Category 2 – Global Business Licence Company as from 29 January 2007. The company's Global Business Licence (category 2) was converted to a Global Business Company licence on 30 June 2021. Its registered office is situated at 10th floor, Standard Chartered Tower, 19-21 Bank Street, Cybercity, Ebene, Mauritius. The company's main activity is to carry on the business of a holding company in respect of subsidiary companies across Africa and certain other countries across the rest of the world, whilst the group's business is to develop a global telecommunications and technology business with a focus on Africa. This has remained unchanged since the prior year.

These financial statements are presented in United States Dollars (USD) as this is the currency in which the majority of the group's transactions are denominated. The functional currencies of the subsidiaries are: United States Dollars, Mauritian Rupee, South African Rand, Pound Sterling, Zambian Kwacha, Kenyan Shilling, Ugandan Shilling, Rwandan Franc, Botswana Pula, Nigerian Naira, Tanzanian Shilling, United Arab Emirates Dirham, Egyptian Pound and Zimbabwean Dollar (ZWL$, equivalent to the Real Time Gross Settlement - "RTGS") which was replaced by a new structured currency, known as the Zimbabwe Gold (ZWG), on 5 April 2024.

1.1 Zimbabwean currency and hyperinflation accounting

Following changes to the currency in Zimbabwe in February 2019, the economic conditions are those of a hyperinflationary environment. As a result, local accounting bodies have determined that the principles of IAS 29 - *Financial Reporting in Hyperinflationary Economies* should be applied. The group has continued the application of hyperinflation accounting during the year ended 28 February 2025, with effect from 1 October 2018 for its Zimbabwean subsidiaries.

Zimbabwean currency

On 1 October 2018, the Reserve Bank of Zimbabwe (RBZ) directed all banks to ring-fence nostro foreign currency accounts (FCAs) by separating them into two categories; namely Nostro FCAs and RTGS FCAs. Authorities maintained that the US dollar represented in the RTGS system was at a 1:1 exchange ratio. On 20 February 2019, the RBZ announced that with effect from 22 February 2019, the RTGS would be recognised as an official currency and that an interbank foreign exchange market would be established to formalise trading in RTGS balances with other currencies. The official rate of RTGS:USD on launch was 2.5. The Zimbabwean currency was then renamed the Zimbabwean Dollar (ZWL$). On 5 April 2024, the Reserve Bank of Zimbabwe issued a new structured currency, known as the Zimbabwe Gold (ZWG). This structured currency is pegged to a specific exchange rate or currency basket and backed by a bundle of foreign exchange assets. The ZWG replaced the previous currency.

During the year ended 28 February 2025, the group has used a rate of ZWG:USD 26.6:1 (29 February 2024: ZWL$:USD 14,912.8:1) to translate both the statement of profit or loss and the statement of financial position at 28 February 2025. Of the USD 321.6 million (29 February 2024: USD 440.9 million) net foreign exchange loss in the consolidated statement of profit and loss, Zimbabwe contributed USD 321.3 million (29 February 2024: USD 410.4 million). The net foreign exchange loss arises mainly on the retranslation of USD denominated intra-group debt at the statement of financial position date.

Hyperinflation accounting

Local economic conditions in Zimbabwe have continued to react to the deterioration in the ZWL$:USD exchange rate. Over the course of the financial year ended 29 February 2020, the group observed that the conditions in Zimbabwe were indicative of a hyperinflationary economy. This was confirmed in a statement released on 11 October 2019 by the Public Accountants and Auditors Board ("PAAB"), which is mandated to regulate Auditing and Accounting standards in Zimbabwe. The PAAB advised that following broad market consensus within the Accounting and Auditing professions, the factors and characteristics to apply the financial reporting in IAS 29 - *Financial Reporting in Hyperinflationary Economies* in Zimbabwe had been met. Furthermore, the International Practices Task Force ("IPTF") of the Centre of Audit Quality ("CAQ") monitors inflation in certain countries and reported Zimbabwe's three-year cumulative inflation rate as exceeding 100% in its previous reports and the latest report being 18 November 2024.

Based on these reports, the group has concluded that hyperinflation accounting is applicable to accounting periods ended on or after 1 July 2019. The group has applied hyperinflation accounting to all periods presented in these consolidated financial statements, effective from 1 October 2018. The adjustment for the impact of foreign exchange on opening balances of non-monetary assets and liabilities under hyperinflation accounting of the Zimbabwe entities at 1 March 2024 resulted in a foreign exchange loss of USD 62.8 million (1 March 2023: USD 53.2 million) which has been recognised directly in other comprehensive income, in accordance to IAS 21 - *The Effects of Changes in Foreign Exchange Rates.*

The application of hyperinflationary accounting results in certain assets, liabilities, revenues and costs being reported in inflation adjusted terms as at 28 February 2025.

The restatement of balances of non-monetary assets and liabilities in accordance with IAS 29 requires the use of a general price index that reflects changes in general purchasing power. The group has used the official published Zimbabwe Consumer Price Index ("CPI") as the General Price Index ("GPI"). The gains on the net monetary position of USD 306.7 million (29 February 2024: USD 386.6 million) have been recognised in the consolidated statement of profit or loss through 'Hyperinflation monetary gain' based on a CPI of 184.60 (29 February 2024: 257,098.03).

1.1 Zimbabwean currency and hyperinflation accounting (continued)

Hyperinflation accounting (continued)

In addition, IAS 29 requires the translation of the results at closing rate rather than average rate. The closing rate of ZWG:USD 26.6:1 (29 February 2024: ZWL$:USD 14,912.8:1) has been used.

The directors continue to monitor the economic conditions in Zimbabwe.

1.2 Application of New and Revised IFRS Accounting Standards

In the current year, the company and group have applied all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting periods beginning on 1 March 2024.

<u>New and revised IFRSs and IFRICs applied with no material effect on the financial statements</u>

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

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

<u>Impact of the above revised Standards:</u>

IAS 1 - Presentation of Financial Statements:

The amendments affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The group already applies this amendment.

1.2 Application of New and Revised IFRS Accounting Standards (continued)

Impact of the above revised Standards (continued):

IAS 1 - Presentation of Financial Statements

The amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or non-current). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date).

The IASB also specifies that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The group has applied this amendment.

IAS 7 - Statement of Cash Flows & IFRS 7 - Financial instruments

The amendments add a disclosure objective to IAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 is amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk. The amendments contain specific transition provisions for the first annual reporting period in which the group applies the amendments. Under the transitional provisions an entity is not required to disclose:

• comparative information for any reporting periods presented before the beginning of the annual reporting period in which the entity first applies those amendments

• the information otherwise required by IAS 7:44H(b)(ii)–(iii) as at the beginning of the annual reporting period in which the entity first applies those amendments

This amendment does not impact the group, as the group does not have any supplier finance arrangements.

IFRS 16 - Leases

The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 Revenue from Contracts with Customers to be accounted for as a sale. The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognise a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date.

The amendments do not affect the gain or loss recognised by the seller-lessee relating to the partial or full termination of a lease. Without these new requirements, a seller-lessee may have recognised a gain on the right of use it retains solely because of a remeasurement of the lease liability (for example, following a lease modification or change in the lease term) applying the general requirements in IFRS 16. This could have been particularly the case in a leaseback that includes variable lease payments that do not depend on an index or rate.

As part of the amendments, the IASB amended an Illustrative Example in IFRS 16 and added a new example to illustrate the subsequent measurement of a right-of-use asset and lease liability in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The illustrative examples also clarify that the liability that arises from a sale and leaseback transaction that qualifies as a sale applying IFRS 15 is a lease liability.

A seller-lessee applies the amendments retrospectively in accordance with IAS 8 to sale and leaseback transactions entered into after the date of initial application, which is defined as the beginning of the annual reporting period in which the entity first applied IFRS 16.

The group already applies this amendment.

1.2 Application of New and Revised IFRS Accounting Standards (continued)

New and revised IFRSs and IFRICs in issue but not yet effective

At the date of authorisation of these financial statements, the following relevant Standards were in issue but effective on annual periods beginning on or after the respective dates as indicated:

IAS 21	The Effects of Changes in Foreign Exchange Rates - Lack of exchangeability (effective 1 January 2025).
IFRS 7	Financial Instruments: Disclosure - Amendments regarding the classification and measurement of financial instruments (effective 1 January 2026).
IFRS 9	Financial Instruments - Amendments regarding the classification and measurement of financial instruments (effective 1 January 2026).
IFRS 18	Presentation and Disclosures in Financial Statements – Original issue (effective 1 January 2027).
IFRS 19	Subsidiaries without Public Accountability: Disclosures – Original issue (effective 1 January 2027).

The directors anticipate that these IFRSs will be applied on their effective dates in the financial statements in future periods. The directors have estimated that the application of these amendments will not have material impacts in the financial statements in future periods.

2. Material accounting policy information

Basis of preparation

The consolidated and separate financial statements have been prepared under the historical cost convention, except for certain financial instruments carried at fair value and hyperinflation accounting in Zimbabwe (refer to note 1.1). The financial statements have been prepared in accordance with IFRS Accounting Standards. The material accounting policy information adopted in the preparation of these financial statements are set out below:

Historical cost is generally based on the fair value of the consideration given in exchange for the goods or services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether the price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the group and the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such basis except for share-based transactions which fall in the scope of IFRS 2, leasing transactions that are in the scope of IFRS 16 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the operations provide sufficient financial sustainability to enable the business to continue in existence for the sixteen months from the date of signing of the consolidated annual financial statements subject to the material uncertainty, as detailed in note 42.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and entities controlled by the company (its subsidiaries) up to the reporting date each year. Control is achieved when an investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control listed above.

Consolidation of a subsidiary begins when the company obtains control over the subsidiary and ceases when the company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the company gains control until the date when the company ceases to control the subsidiary.

Profits or losses and each component of the other comprehensive income are attributed to the owners of the company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

2. Material accounting policy information (continued)

Business combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the equity interests issued by the group, liabilities incurred by the group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their fair value, except that:

• deferred tax or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 "Income Taxes" and IAS 19 "Employee Benefits" respectively;
• assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that Standard.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity’s net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests’ proportionate share of the recognised amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Non-controlling interests are considered to be insignificant when the closing balance, individually and collectively, is 5% or lower of the combined total equity at year end. See note 13.2 for *Details of non-wholly owned subsidiaries that have material non-controlling interests.*

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the group’s interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition.

For the purpose of impairment testing, goodwill is allocated to each of the group’s cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, associate or jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their cost less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Land is not depreciated.

Depreciation is charged so as to write off the cost to their residual values, over their estimated useful lives, using the straight-line method, on the following basis:

Buildings	20 - 50 years
Furniture and fittings	5 - 10 years
Computer equipment	2 - 10 years
Network equipment	5 years
Motor vehicles	4 - 5 years
Fibre infrastructure	5 - 25 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

The gains and losses arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying value of the asset and is recognised in profit or loss.

2. Material accounting policy information (continued)

Property, plant and equipment (continued)

Work in progress relates to an asset under construction that has not yet been put into use. The asset is not subject to depreciation while in the construction phase. Once the asset is fully developed and available for use, depreciation will start.

Investment in associate

An associate is an entity over which the group has significant influence through holding, directly or indirectly, of 20 percent or more of the voting power of the associate, but that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the group's share of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately as a 'bargain purchase gain' in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 "Impairment of Assets" are applied to determine whether it is necessary to recognise any impairment loss with respect to the group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of the impairment loss is recognised in accordance with IAS 36 "Impairment of Assets" to the extent that the recoverable amount of the investment subsequently increases.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or part of the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5 "Non-Current Assets Held for Sale and Discontinued Operations". Under the equity method, an investment in associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter by an increase or decrease in the carrying amount of the investee by the group's share of profit or loss of the investee.

When the group's share of losses of an associate exceeds the group's interest in that associate (which includes any long-term interest that, in substance, form part of the group's net investment in the associate), the group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the group has incurred legal or constructive obligations or made payments on behalf of the associate.

Investment in subsidiaries

In the company's financial statements, investments in subsidiaries are measured and valued at cost less impairment.

Impairment of tangible and intangible assets excluding goodwill

At each reporting date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the group estimates the recoverable amount of the cash-generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimate of future cash flows has not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

2. Material accounting policy information (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all expenses in bringing the items to their present location and condition. The cost of inventory is calculated using the Average Cost method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value (excluding trade receivables which are recognised at transaction price in terms of IFRS 15). 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 the statement of profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

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

Classification of financial assets

Financial assets are classified into the following specified categories:

• Amortised cost;
• Fair Value Through Other Comprehensive Income (FVTOCI); and
• Fair Value Through Profit or Loss (FVTPL).

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

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

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

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

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

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

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

2. Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

(i) Amortised cost and effective interest method

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

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in the consolidated statement of profit or loss after Operating profit.

All financial assets on the consolidated statement of financial position, with the exception of investments are classified at amortised cost.

(ii) Equity instruments designated as at FVTOCI

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

A financial asset is held for trading if:

• it has been acquired principally for the purpose of selling it in the near term; or
• on initial recognition it is part of a portfolio of identified financial instruments that the group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
• it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

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

2. Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

(ii) Equity instruments designated as at FVTOCI (continued)

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, that is dividends are recognised when the entity's right to receive payment is established, it is probable the economic benefits will flow to the entity and the amount can be measured reliably. Dividends are recognised in statement of profit or loss unless they clearly represent recovery of a part of the cost of the investment, in which case they are deducted from the cost of investment.

The group has designated all investments in equity instruments that are not held for trading as at FVTOCI on initial application of IFRS 9.

However, IFRS 9 observes that in limited circumstances, cost may provide an appropriate estimate of fair value. This would be the case if sufficient more recent information is not available to measure fair value or if there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. The directors considered the requirements of IFRS 9 and are of the opinion that cost is the best estimate for fair value for these investments in equity.

(iii) Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically;

• for financial assets measured at amortised cost, exchange differences are recognised in the statement of profit or loss in the 'Net foreign exchange (loss) / gain' line item;
• for equity instruments measured at FVTOCI, exchange differences are recognised in the statement of other comprehensive income in the investments revaluation reserve.

Impairment of financial assets

The group recognises a loss allowance for expected credit losses ("ECL") on investments in debt instruments that are measured at amortised cost or at FVTOCI. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated based on the group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

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

(i) Significant increase in credit risk

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

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

2. Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

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

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

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

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

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

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

(ii) Definition of default

The group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

• information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the group, in full (without taking into account any collateral held by the group).

Irrespective of the above analysis, the group considers that default has occurred when a financial asset is more than 90 days past due unless the group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the borrower;
(b) a breach of contract, such as a default or past due event (see (ii) above);
(c) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
(d) the disappearance of an active market for that financial asset because of financial difficulties.

2. Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed in liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, after the group has exhausted all efforts to recover such trade receivables, which ever occurs sooner. Financial assets written off may still be subject to enforcement activities under the group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the consolidated statement of profit or loss.

(v) Measurement and recognition of expected credit losses (ECL)

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date, the group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information (including for example macroeconomic developments).

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the group expects to receive, discounted at the original effective interest rate.

The group makes provision on the following basis, which falls under stage 3 of the ECL model:

• 100% of all non-intercompany trade debts aged 90 days or older (see exception below),

• 100% of the balance due from a client who has a publicised case of either Curatorship, Judicial Management, Liquidation, Scheme of Arrangement and Insolvency and its operations might have ceased or are being wound up, and

• 100% of any disputed balances

The group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

The following are areas where management considers that the risk of default is minimal to nil and no provision is provided unless management assess that the credit risk has increased:

• Payment plans - A signed acknowledgment of debt with a payment plan and/or a set-off agreement exists and the client is abiding by the terms of these agreements. If the client does not comply with the payment plans, the services are stopped. If they still do not pay, the group will engage legal counsel to pursue recovery from the client. Historically and in most cases, customers do pay when legal letters are issued. When the client is unable to pay due to cash flow issues (hence, increased credit risk), a provision is made.

• Payment history – The customer's payment trend is in intervals, say quarterly, bi-annually or annually and its history is evidenced on their customer statement. This is usually applicable to government bodies and strategic clients.

Derecognition of financial assets

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the statement of profit or loss. In addition, on derecognition of an investment in equity instrument which the group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to the statement of profit or loss, but is transferred to retained earnings.

2. Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group are recognised when the proceeds are received, net of direct issue costs.

A repurchase of the company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the company's own equity instruments.

Share capital and share premium are classified as equity.

Financial liabilities

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

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

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Financial liabilities comprise of long and short term borrowings, other long term payables, trade and other payables and lease liabilities.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'Net foreign exchange (loss) / gain' line item in the statement of profit or loss.

Derecognition of financial liabilities

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

Derivatives

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss. Embedded derivatives are disclosed separately in the consolidated statement of financial position. Embedded derivatives relating to financial assets and financial liabilities are not bifurcated.

2. Material accounting policy information (continued)

Cash or cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Restricted cash comprises cash held in restricted accounts for bank guarantees and customer deposits.

Financing activities include dividends paid. Interest paid is included in financing activities.

Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities arising from the taxable temporary differences associated with investments in subsidiaries, branches and associates are not recognised if the company has both the ability to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax are recognised as an expense or income in the consolidated statement of profit or loss, except when they relate to items recognised in other comprehensive income, in which case the tax is also recognised in other comprehensive income, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or in determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

Provisions

Provisions are recognised when the group has a present obligation as a result of a past event and it is probable that the group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect is material.

2. Material accounting policy information (continued)

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from it.

Revenue recognition

The group recognises revenue from the following major sources:

• Network - primarily revenue from long haul and metro networks;
• C2 - primarily revenue from cloud services, managed services and cybersecurity services;
• Dataport - primarily revenue from undersea assets, international wholesale, international enterprise and VSAT; and
• Voice traffic - primarily revenue from international voice interconnects between mobile network operators and international telecom carriers.

Revenue is measured based on the consideration to which the group expects to be entitled from a contract with a customer and excludes amounts collected on behalf of third parties. The group recognises revenue when it transfers control of a product or service to a customer. Depending on whether certain criteria are met, revenue is recognised:

• Over time, in a manner that best reflects the delivery of the group's performance obligations; or
• At a point in time, when control of the goods or services is transferred to the customer.

The group accounts for a contract with a customer only when there is evidence of an arrangement, the group can identify each party's rights regarding the goods and services to be transferred, the contract has commercial substance and collectability is reasonably assured.

• Network: The performance obligation relating to these service contracts consists of two parts; firstly the installation of the equipment and/or connection of the service, the Non-Recurring Revenue (NRR), and secondly the provisioning of monthly services, the Monthly Recurring Revenue (MRR).

The majority of these contracts only have one performance obligation even though the different parts of the service contracts are interrelated. Therefore, both the NRR and MRR components of the contract will be recognised over the period of the contract. Transaction prices are determined based on signed contracts, which take into account equipment and data rates determined at market related prices with the client for the NRR and MRR components. Deferred revenue (contract liability) is raised for the NRR payment received upfront. Customers are invoiced once for NRR and on a monthly basis for MRR. A receivable (contract asset) is raised as the service is delivered.

• C2: The majority of these contracts have one performance obligation that is recognised when the service is made available to customers on-demand via remote connection to a cloud computing server. The connection of the service performance obligation is satisfied on completion of connection as ownership is transferred. The provisioning of a service is recognised monthly as this is when the service is delivered. The transaction price is determined by the signed contract, which takes into account the rates determined at market related prices. Customers are invoiced once for NRR and on a monthly basis for MRR. A receivable (contract asset) is raised as the service is delivered.

• Dataport: The performance obligation relating to these service contracts consists of two parts; firstly the installation of the equipment and/or connection of the service, the Non-Recurring Revenue (NRR), and secondly the provisioning of monthly services, the Monthly Recurring Revenue (MRR).

The majority of these contracts only have one performance obligation which is the provisioning of a monthly service that is satisfied over time. Therefore, both the NRR and MRR components of the contract will be recognised over the period of the contract. Transaction prices are determined based on signed contracts, which take into account equipment and data rates determined at market related prices with the client for the NRR and MRR components. Deferred revenue is raised for the NRR payment received upfront. Customers are invoiced once for NRR and on a monthly basis for MRR. A receivable (contract asset) is raised as the service is delivered.

• Voice Traffic: The performance obligation relating to wholesale voice traffic is to provide voice minutes for the duration of the call until termination. The transaction price is determined based on agreed upon per minute rates and the duration of the call. Revenue relating to wholesale voice is recognised at the point the call is terminated, as this is the point the service is delivered to the customer. Customers are invoiced monthly based for their voice usage and a receivable (contract asset) is raised as the service has been delivered.

2. Material accounting policy information (continued)

Revenue recognition (continued)

Revenue recognition is applied to individual contracts with customers. However, the International Accounting Standards Board (IASB) recognised that there may be situations in which it may be more practical for an entity to combine contracts for revenue recognition purposes rather than attempt to account for each contract separately.

In addition to revenue recognition for revenue streams mentioned above, based on the nature of the group's business operations, from time to time management enters into contracts with customers that include unique contractual terms and other elements that fall outside of the group's general contract terms and conditions. Such contracts are considered dynamic in nature and encapsulate other performance obligations which are not in line with the group's main business operations. These contracts are entered into on an ad-hoc basis for larger contracts and as a result are accounted for separately.

Management fees

Management fees are recognised when the right to receive payment has been established.

Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in US Dollars, which is the functional currency of the company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity’s functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in statements of profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in statements of profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the group’s foreign operations (excluding foreign operations which have the currency of a hyperinflationary economy) are expressed in US Dollars using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the year.

Exchange differences arising on translation of foreign operations, if any, are recognised in other comprehensive income and accumulated under the group’s translation reserve. Such translation differences are recognised in profit or loss in the year in which the foreign operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate on the closing date.

Leases

The group assesses whether a contract is or contains a lease, at inception of the contract. The group recognises a Right-of-Use asset and a corresponding lease liability with respect to all lease arrangements, including the lease duration (including any extension or termination options), in which it is the lessee, except for short term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, which are short term and low value, the group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

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 lessee uses its incremental borrowing rate.

The group does not have leases with variable payments and has an insignificant amount of leases of low value assets.

2. Material accounting policy information (continued)

Leases (continued)

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The group remeasures the lease liability (and makes a corresponding adjustment to the related Right-of-Use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Right-of-Use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37 “Provisions, contingent liabilities and contingent assets”. To the extent that the costs relate to a Right-of-Use asset, the costs are included in the related Right-of-Use asset, unless those costs are incurred to produce inventories.

Right-of-Use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the Right-of-Use asset reflects that the group expects to exercise a purchase option, the related Right-of-Use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Right-of-Use assets are presented as a separate line in the consolidated statement of financial position.

The group applies IAS 36 “Impairment of Assets” to determine whether a Right-of-Use asset is impaired and accounts for any identified impairment loss as described in the ‘Impairment of tangible and intangible assets excluding goodwill’ policy.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the Right-of-Use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in ‘Administrative expenses’ in the consolidated statement of profit or loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The group has elected that any existing lease comprising of both components to be treated as a lease. The group has elected not to separate non-lease components from lease components, and instead account for each lease component and associated non-lease component as a single lease component. The practical expedient has been applied to fibre infrastructure, motor vehicles, site leases, land and buildings. The practical expedient will not apply where the costs associated with the above leases are treated and invoiced separately by the lessors and therefore accounted in accordance with other applicable accounting standards.

2. Material accounting policy information (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the cost of those assets.

All other borrowing costs are expensed in the year in which they are incurred.

Intangible assets

Intangible assets acquired are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over the estimated useful lives, on the following basis:

Operating Licence	10 - 25 years
Computer Software	2 - 8 years
Customer relationships	3 - 5 years
Other Intangible Assets*	3 - 10 years

* This mainly comprises the brand and spectrum assets arising on the acquisition of Liquid Telecommunications South Africa (Pty) Limited.

Upon acquisition of Liquid Telecommunications South Africa (Pty) Limited, Zanlink Limited and Raha Limited a valuation was assigned to the existing customer base of each entity and is classified as Customer relationships in Intangible assets (note 10).

The estimated useful lives and amortisation method are reviewed at the end of each annual reporting year, with the effect of any changes in estimate being accounted for on a prospective basis.

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 the consolidated statements of profit or loss and other comprehensive income when the asset is derecognised.

Cash flows

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, restricted cash, treasury bills and deposits held, less bank overdrafts all of which are available for use by the company unless otherwise stated.

Equity Loans

Equity loans to subsidiaries arising on acquisition are recognised in investments in subsidiaries on the date of acquisition.

3. Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the group's accounting policies (note 2), management has made the following critical accounting judgements, apart from those involving estimates, which have the most significant effect on the amounts recognised in the consolidated and separate financial statements:

<u>Critical accounting judgements</u>

(i) Revenue recognition

As mentioned in note 2 - *Material accounting policy information,* management enters into contracts with customers from time to time that include unique contractual terms and other elements that fall outside of the group's general contract terms and conditions. The principal judgements are:
• Whether these bespoke contracts have an embedded lease, and should be accounted for under IFRS 16 – *Leases* rather than IFRS 15 – *Revenue from Contracts with Customers,* given that some of these contracts provide for the right of use over specifically identified fibre line channels, rather than capacity.
• The timing of recognition of revenue - whether at a point in time or over time.
The directors considered the detailed criteria for the recognition of revenue, and are satisfied that the accounting treatment is appropriate in the current year.

For more details on the accounting policy, see 'Revenue recognition' in note 2 - *Material accounting policy information.*

3. Critical accounting judgements and key sources of estimation uncertainty (continued)

Critical accounting judgements (continued)

(ii) Contingent liabilities

Management applies its judgement to the fact patterns and advice it receives from its attorneys, advocates and other advisors in assessing if an obligation is probable, more likely than not, or remote. This judgement application is used to determine if the obligation is recognised as a liability or provision or disclosed as a contingent liability. Where this judgement relates to uncertain tax positions, the group draws on its experience in settling previous open tax issues, having taken into account the basis for the challenge, the evidence available and the technical arguments. Refer to note 40 - *Contingent liabilities* for further disclosure.

For more details on the accounting policy, see 'Provisions' in note 2 - *Material accounting policy information.*

(iii) *Going concern*

Equity capital funding

The group is participating in a wider re-organisation designed to bring together the network, data centre, renewable energy, fintech and digital platforms businesses under a new group holding company, Cassava Technologies Limited. This re-organisation will enhance the group's ability to offer a full suite of technology products to its customers.

As part of the re-organisation, new equity investment that will result in cash inflows of up to USD 225.0 million in the Cassava Technologies Limited group is being sought. Of this amount, the directors are targeting receipt of up to USD 135.0 million in the sixteen months from the date of signing of the consolidated annual financial statements. On 12 December 2024, the group re-organisation took place and the first tranche of this equity investment for USD 90.0 million was concluded. Proceeds from this investment will be deployed in the wider Liquid Telecommunications Jersey (LTJ) Limited group to fund business growth and provide operational liquidity. To date Liquid Telecommunications Holdings (LTH) group has received USD 45.0 million from the first tranche. In addition to the equity raise, the group's direct parent company (LTJ) is engaged in a process for the sale of an asset that is owned outside the LTH Group. The proceeds from this sale are to be injected into the LTH group to allow further debt reduction in refinancing the bond. The group's base case scenario assumes that it will receive sufficient equity injection as part of the Refinancing Project to meet its obligations and refinance the bond. Any delay in the timing of completion of the Refinancing Project will result in uncertainty as to the timing of the group's ability to refinance the bond and fund further growth initiatives.

Material uncertainty related to going concern

The group has prepared business and cashflow forecasts in accordance with its usual process and governance procedures. These base case forecasts include both revenue growth and cost saving initiatives, leading to strong year-on-year Adjusted EBITDA growth (as defined in note 4 – *Revenue and segment information).* Also factored into the base case forecast is the completion of the Refinancing Project. In addition, the forecasts include a working capital and capital expenditure profile that is designed to support the business in its commercial objectives for the coming sixteen months. Based on current progress observed, the directors expect that the Refinancing Project will complete in the going concern period under review and as a result, these projections indicate a strong level of liquidity and meaningful covenant headroom.

However, despite the progress made on the Refinancing Project, it is not yet complete as at the date of signing of the consolidated annual financial statements. Whilst the directors expect this to happen in the going concern period nonetheless there remains a material uncertainty, over the quantum and timing of the completion of the Re-financing Project associated with the Senior Secured Notes of USD 620.0 million, which will become payable on maturity in September 2026 and for which the group will not have the ability to repay, given its current cash and liquidity constraints.

In addition, the directors have considered a downside scenario which factors in the possibility that the key milestones associated with the Refinancing Project are not completed in that timeframe. Under this downside scenario, headroom on the net leverage covenant would be tighter in Q2 2026 (August 2025) prior to completing the Refinancing Project and mitigating actions would need to be taken to address any shortfalls. These mitigating actions may include for example, the reduction of operating and capital expenditure and a continuing focus on working capital management, particularly in the collection cycle for receivables balances. These mitigating actions are not fully contemplated in the directors' forecasts nor are they fully in the control of the directors. Therefore in the event that this downside scenario was to occur, and trading was to also deteriorate after mitigating actions, the directors would then need to obtain consent for a waiver from certain lenders which is outside of their control as at the date of signing these financial statements.

3. Critical accounting judgements and key sources of estimation uncertainty (continued)

(iii) *Going concern (continued)*

Equity capital funding (continued)

The uncertainty around the quantum and timing of the Refinancing Project and the fact that the group would not be able to repay the bond on maturity in September 2026, along with a tighter headroom of the financial covenants and liquidity levels within the group over the going concern period, without the completion of the Refinancing Project, creates a material uncertainty which may cast significant doubt on the group's ability to continue as a going concern and therefore may be unable to realise its assets and discharge its liabilities in the normal course of business.

Key sources of estimation uncertainty

(i) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which the goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value of the recoverable amount.

For more details on the accounting policy, see note 2 - *Material accounting policy information* and for movement in balances including sensitivity analysis, see note 9 - *Goodwill.*

(ii) Impairment of investment

The assessment of whether there is an impairment in the carrying value of an investment requires an estimation of the value in use of the cash generating unit to which the investment relates. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value of the recoverable amount.

For more details on the accounting policy, see 'Investment in subsidiaries' in note 2 - *Material accounting policy information* and for movement in balances including sensitivity analysis, see note 13 - *Investments in subsidiaries.*

4. Revenue and segment information

4.1 Segment revenue and results

The group's operating and reportable segments are based on geographical areas. The group's core business is situated within Africa and management has aggregated African countries where the individual country revenue, profit/loss before tax and assets fall below 10% of group total (Rest of Africa). The group also has other operations based outside of Africa which have been aggregated into a separate segment (Rest of the World).

The group categorises its revenue streams as shown below:

• Network - primarily revenue from long haul metro networks and roaming services;
• C2 - primarily revenue from cloud services, managed services and cybersecurity services;
• Dataport - primarily revenue from undersea assets, international wholesale, international enterprise and VSAT; and
• Voice traffic - primarily revenue from international voice interconnects between mobile network operators and international telecom carriers.

The measure of reporting profit for each operating segment, that also represents the basis on which the Chief Operating Decision Maker reviews segment results, is Adjusted EBITDA.

Adjusted EBITDA is defined as earnings before profit, interest, taxation, depreciation, amortisation and impairment, and is also presented before recognising the following items:

• Acquisition and other investment costs
• Gain on bargain purchase
• Restructuring costs
• Fair value loss on derivatives assets
• Gain on disposal of investments at Fair Value Through Other Comprehensive Income
• Net foreign exchange loss (see note 5.6)
• Hyperinflation monetary gain (see note 1.1)
• Share of profits of associate

The following is an analysis of the group's revenue and results by reportable segment for the:

Year ended 28 February 2025	**South Africa**	**Zimbabwe**	**Rest of Africa**	**Rest of the World**	**Central Administration Costs***	**Eliminations**	**Total**
	USD'000	**USD'000**	**USD'000**	**USD'000**	**USD'000**	**USD'000**	**USD'000**
Network	207,787	153,979	119,707	55,490	-	(47,958)	489,005
C2	57,170	20,058	25,082	34,702	-	(21,748)	115,264
Dataport	7,688	1,597	10,792	24,913	-	(9,158)	35,832
Voice traffic	10,142	105	4	47,176	-	(3,994)	53,433
Inter-segmental revenue	(8,230)	(3,321)	(5,130)	(66,177)	-	82,858	-
Group External Revenue	**274,557**	**172,418**	**150,455**	**96,104**	**-**	**-**	**693,534**
Adjusted EBITDA	91,017	100,662	43,918	49,063	(22,396)	2,763	265,027
Depreciation, impairment and amortisation							(124,666)
Restructuring costs							(3,619)
Interest income							24,291
Finance costs							(101,847)
Net foreign exchange loss							(321,579)
Hyperinflation monetary gain							306,722
Share of profits of associate							14
Profit before taxation							**44,343**
Tax expense							(25,894)
Profit for the year							**18,449**

*Central administration costs include certain staff and other stewardship costs not allocated to other business lines.

4. Revenue and segment information (continued)

4.1 Segment revenue and results (continued)

Year ended 29 February 2024	South Africa USD'000	Zimbabwe USD'000	Rest of Africa USD'000	Rest of the World USD'000	Central Administration Costs* USD'000	Eliminations USD'000	Total USD'000
Network	182,733	152,534	125,655	79,077	-	(60,099)	479,900
C2	51,832	13,398	18,135	30,159	-	(18,580)	94,944
Dataport	8,287	2,633	15,708	36,924	-	(11,142)	52,410
Voice traffic	7,132	83	21	53,546	-	(1,318)	59,464
Inter-segmental revenue	(8,581)	(1,047)	(5,491)	(76,020)	-	91,139	-
Group External Revenue	**241,403**	**167,601**	**154,028**	**123,686**	**-**	**-**	**686,718**
Adjusted EBITDA	78,816	85,387	42,157	76,267	(16,484)	(8,869)	257,274
Depreciation, impairment and amortisation							(115,052)
Acquisition and other investment costs							(106)
Gain on bargain purchase							272
Interest income							24,610
Finance costs							(79,894)
Net foreign exchange loss							(440,858)
Hyperinflation monetary gain							386,603
Share of profits of associate							21
Profit before taxation							**32,870**
Tax expense							(27,592)
Profit for the year							**5,278**

*Central administration costs include certain staff and other stewardship costs not allocated to other business lines.

The accounting policies of the reportable segments are the same as the group's accounting policies described in note 2.

For the year ended 28 February 2025, there is only 1 major customer** comprising more than 10% of the total group revenue (2024: only 1 major customer). The revenue from this customer is spread across the 4 segments.

*** the customer name and revenue have not been disclosed due to confidentiality of information.*

The following tables show the timing of revenue recognition:

	South Africa USD'000	Zimbabwe USD'000	Rest of Africa USD'000	Rest of the World USD'000	Total USD'000
Year ended 28 February 2025					
Recognised over the life of the contract as per IFRS 15	255,949	156,253	130,229	72,433	614,864
Recognised immediately on delivery of the service	18,608	16,165	20,226	23,671	78,670
	274,557	172,418	150,455	96,104	693,534
Year ended 29 February 2024					
Recognised over the life of the contract as per IFRS 15	198,125	153,520	121,674	95,797	569,116
Recognised immediately on delivery of the service	43,278	14,081	32,354	27,889	117,602
	241,403	167,601	154,028	123,686	686,718

4. Revenue and segment information (continued)

4.2 Segment assets and liabilities (continued)

	28/02/25	29/02/24
	USD'000	USD'000
Segment assets		
South Africa	639,934	570,616
Zimbabwe	271,047	239,600
Rest of Africa	357,409	336,931
Rest of the World	232,292	269,781
Consolidated total assets	**1,500,682**	**1,416,928**
Segment liabilities		
South Africa	241,382	183,684
Zimbabwe	79,879	28,982
Rest of Africa	179,972	162,076
Rest of the World	63,661	99,314
Total segment liabilities	564,894	474,056
Group Borrowings (USD 620 million 5.5% Senior Secured Notes, embedded derivatives, USD 220 million equivalent South African Rand term loan and USD 60 million revolving credit facility - note 23)	792,695	819,198
Consolidated total liabilities	**1,357,589**	**1,293,254**

For the purpose of monitoring segment performance and allocating resources between segments:
- all assets are allocated to reportable segments.
- all liabilities are allocated to reportable segments other than group borrowings.

4.3 Other segment information

	Depreciation, impairment and amortisation		Additions to property, plant and equipment, Right-of-Use assets and intangible assets	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
South Africa	57,734	54,517	75,925	77,469
Zimbabwe	13,698	10,845	7,964	4,468
Rest of Africa	7,334	28,480	31,124	42,323
Rest of the World	45,900	21,210	7,743	21,353
	124,666	**115,052**	**122,756**	**145,613**

5. Profit / (loss) before taxation

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
5.1 Profit / (loss) before taxation is arrived at after taking the following into account:				
Fees payable to auditors for audit services	3,054	2,335	576	220
Fees payable to auditors for non-audit services	68	107	-	-
Consultancy fees	7,540	7,888	1,287	2,019
Management fee expense (note 32)	600	510	18,258	24,376
5.2 Net other income				
Gain on disposal of property, plant and equipment	984	253	-	-
(Loss) / profit on disposal of Right-of-Use assets	(133)	1,554	-	-
Management fees income (note 32)	1,685	3,686	20,860	32,881
Sundry (expense) / income*	(865)	6,741	1	6,381
	1,671	**12,234**	**20,861**	**39,262**
*(non-operating income that does not meet the recognition criteria of revenue under IFRS 15)				
5.3 Staff costs				
Wages and salaries	90,353	83,403	5,591	514
Social security costs	12,295	13,906	-	-
Defined contribution plans expense	8,140	8,458	-	-
Other staff costs	6,205	4,878	-	-
	116,993	110,645	5,591	514

The group operates defined contribution retirement benefit plans for all qualifying employees in accordance with the regulations of each jurisdiction. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit plan to fund the benefits. The only obligation of the group with respect to the retirement benefit plan is to make the specified contributions.

The total expense recognised in statement of profit or loss of USD 8.1 million (29 February 2024: USD 8.5 million) represents contributions paid to these plans by the group at rates specified in the rules of the plans.

	Group 28/02/25	Group 29/02/24	Company 28/02/25	Company 29/02/24
5.4 Depreciation, impairment and amortisation				
Depreciation (note 11)	56,560	56,854	57	25
Amortisation of intangible assets (note 10)	11,392	9,724	3,812	2,139
Right-of-Use assets depreciation (note 12)	52,127	46,973	-	-
Inventory written off (note 19)	8	5	-	-
Provision for obsolete inventory (note 19)	590	148	-	-
Impairment of other receivables	3,702	-	-	-
Impairment of investment in subsidiary (note 13.1)	-	-	12,195	-
Write off of property, plant and equipment (note 11)	-	5	-	-
Impairment of property, plant and equipment (note 11)	287	1,285	-	-
Impairment of intangible assets (note 10)	-	58	-	-
Write off of long term intercompany receivable (note 18)	-	-	14,401	-
	124,666	**115,052**	**30,465**	**2,164**
5.5 Acquisition and other investment costs				
Professional fees	-	60	-	60
Other investment costs	-	46	-	46
	-	**106**	**-**	**106**
5.6 Net foreign exchange (loss) / gain				
Exchange losses - unrealised	(320,150)	(447,307)	(115)	(42)
Exchange losses - realised	(35,804)	(19,315)	(5)	-
Exchange gains - unrealised	31,897	23,043	154	385
Exchange gains - realised	2,478	2,721	-	-
	(321,579)	**(440,858)**	**34**	**343**

6. Interest income

	Group 28/02/25	Group 29/02/24	Company 28/02/25	Company 29/02/24
Interest received from external parties	1,542	5,028	88	166
Interest received from related parties (note 32)	22,749	19,582	23,252	23,757
	24,291	**24,610**	**23,340**	**23,923**

	Group		Company	
7. Finance costs	**28/02/25**	**29/02/24**	**28/02/25**	**29/02/24**
	USD'000	**USD'000**	**USD'000**	**USD'000**
Interest on loans	27,419	23,339	5,228	2,531
Finance cost on Senior Secured Notes	34,100	34,100	-	-
Finance arrangement fees amortised	3,630	3,614	-	-
Interest on lease liabilities	36,348	18,509	-	-
Interest paid to related parties (note 32)	350	332	29,499	29,481
	101,847	**79,894**	**34,727**	**32,012**

8. Tax expense

Current taxation	24,982	24,535	-	-
Deferred taxation credit (note 17)	(9,195)	(5,611)	-	-
Withholding taxation	10,107	8,668	2,321	2,752
Total tax expense	**25,894**	**27,592**	**2,321**	**2,752**

The charge / (credit) for the year can be reconciled to profit before taxation per the consolidated statements of profit or loss and other comprehensive income as follows:

Profit / (loss) before taxation	44,343	32,870	(50,530)	(9,269)
Taxation at domestic rate for foreign subsidiaries in tax paying jurisdictions	5,232	23,820	(7,579)	(1,390)
Tax effect of non-deductible expenses	15,084	4,115	3,373	28
Tax effect of non-taxable income	(9,487)	(35,021)	-	-
Tax effect of foreign tax credit	(998)	(504)	-	-
Effect of tax losses not recognised as deferred tax assets	3,518	6,692	4,206	1,363
Tax effect of utilised unrecognised tax losses	(949)	(2,187)	-	-
Tax effect on IAS 29 adjustments	3,387	22,009	-	-
Withholding taxation	10,107	8,668	2,321	2,752
	25,894	**27,592**	**2,321**	**2,752**

Taxation is calculated at the rates prevailing in the respective jurisdictions:

Mauritius - Income tax (tax allowance of 80%, depending on type of income)	15%	15%
Mauritius - Corporate Climate Responsibility (CCR) Levy (if gross income for the year exceeds MUR 50 million)	2%	2%
South Africa	27%	27%
Kenya	30%	30%
United Kingdom	25%	24.5%
Tanzania	30%	30%
Zambia	35%	35%
Zimbabwe	25.75%	25.75%

Taxation asset:				
Opening balance	5,277	3,098	-	-
Acquisition of subsidiary (note 31)	-	76	-	-
Provision / (reversal) for the year	10	22	-	-
Payments during the year	362	575	-	-
Net reclassification of deferred tax assets / liabilities	1	2,138	-	-
Net reclassification of tax assets / liabilities	(1,506)	-	-	-
Foreign exchange differences	(1,191)	(632)	-	-
Closing balance	**2,953**	**5,277**	**-**	**-**
Taxation liability:				
Opening balance	(10,572)	(10,828)	-	-
Acquisition of subsidiary (note 31)	-	(72)	-	-
Provision for the year	(35,099)	(33,225)	(2,321)	(2,752)
Payments during the year	24,664	30,412	2,321	2,752
Net reclassification of deferred tax assets / liabilities	(215)	(2,138)	-	-
Net reclassification of tax assets / liabilities	1,506	-	-	-
Foreign exchange differences	950	5,279	-	-
Closing balance	**(18,766)**	**(10,572)**	**-**	**-**

9. Goodwill

	Group	
	28/02/25	**29/02/24**
	USD'000	**USD'000**
Cost		
Opening balance	73,990	76,576
Foreign exchange differences	2,099	(2,586)
Closing balance	**76,089**	**73,990**

9. Goodwill (continued)

Goodwill acquired in a business combination is allocated at acquisition to the cash generating units (CGUs) that are expected to benefit from that business combination.

	Group	
	28/02/25	**29/02/24**
	USD'000	**USD'000**
Liquid Telecommunications Limited	2,850	2,850
Data Control and Systems (1996) (Private) Limited t/a Liquid Telecom Zimbabwe (see below)	5,581	5,581
Liquid Telecommunications Holdings South Africa (Pty) Limited	59,873	57,774
Liquid Telecommunications Zambia Limited	2,201	2,201
Raha Tanzania Holdings Limited	5,584	5,584
	76,089	**73,990**

Goodwill is tested at least annually for impairment as required by IAS 36 - *Impairment of assets* . The recoverable amounts of the cash generating units (CGU) were determined based on the value in use calculations. The calculations mainly used cash flow projections based on financial budgets covering a five-year period. Each CGU is considered to be the operating company, as this is the lowest level of identifiable assets that generate cash inflows, independent from other assets or groups of assets.

The following approach and key assumptions were used for the value in use calculations:

• The cash flows used are based on Board approved budgets and only take into account cash flows arising from the current asset base and not from any future developments in technology, acquisitions or change in business model and this includes certain cash flows which are anticipated but not yet fully contracted.
• Assessments are performed on a value in use basis, using a 5-year discounted cash flow method extrapolated beyond the budget period using a terminal growth rate, as set out below.
• Growth rates: the group used steady growth rates to extrapolate revenues beyond the budget period cash flows. The average growth rates used ranged from 1.0% to 4.3% (FY24: 0.5% to 5.8%).
• Discount rates: The country specific Weighted Average Cost of Capital (“WACC”) is used as the discount rate which ranges from 16.8% to 21.2% (post-tax) (FY24: 11.5% to 22.0%). The discount rates used reflect both time value of money and other specific risks relating to the relevant CGU and operating country.

Specifically in relation to Liquid Telecommunications Holdings South Africa (Pty) Limited ("LTHSA"), in the current year ended 28 February 2025, there was no impairment in LTHSA (29 February 2024: no impairment) and the following assumptions were applied:

• A terminal growth rate of 4.3% (29 February 2024: 4.3%) was applied in line with inflation forecasts for South Africa over a comparable period.
• LTHSA's WACC of 15.2% (29 February 2024: 16.3%) was used as the discount rate. On a pre-tax basis, this rate is 16.2% (29 February 2024: 17.1%).

<u>Sensitivity analysis</u>

The group also performed a sensitivity analysis on three key inputs to the impairment assessment for LTHSA's goodwill and the results are shown below:

• An increase of 10% or 0.4 percentage points (pp) in the above terminal growth rate would result in no impairment (FY24: no impairment with an increase of 10% or 0.4pp) and a decrease of 10% or 0.4pp would still result in no impairment (FY24: USD 4.5 million impairment with a decrease of 10% or 0.4pp).
• An increase of 10 % or 1.5 pp in the above WACC would result in an impairment of USD 30.4 million (FY24: impairment of USD 32.6 million with an increase of 10% or 1.6pp) and a decrease of 10% or 1.5pp would result in no impairment, with headroom (FY24: no impairment with a decrease of 10% or 1.6pp).
• An increase of 1.3% in the EBITDA forecasts in each period would result in no impairment (FY24: no impairment), with adequate headroom. On the other hand, a reduction of 1.3% in the EBITDA forecasts in each period would result a complete erosion of the headroom of USD 14.8 million. Any further decline in EBITDA, would result in an impairment of the carrying value for the goodwill, with 6.5% as the point at which the carrying value of goodwill of USD 59 million as at 28 February 2025 is eliminated fully.

The sensitivity analysis is considered reasonably possible based on recent experience and the current underlying economic environment.

<u>Other CGUs</u>

• Sensitivity analysis

The group has conducted an analysis of the sensitivity of the impairment test to changes in the country specific Weighted Average Cost of Capital (“WACC”) (being the key assumption) used to determine the recoverable amount for each CGU to which goodwill is allocated. Except for Liquid Telecommunications Holdings South Africa (Pty) Limited (as described above), an increase of 10% or 1.5pp in the WACC would result in no impairment (29 February 2024: no impairment with an increase of 10% or 1.6pp), with headroom. A decrease of 10% or 1.5pp would still result in no impairment (29 February 2024: no impairment with a decrease of 10% or 1.6pp), with significant headroom.

10. Intangible assets

Group

	Operating Licence	Computer Software	Customer Relationships	Work in Progress	Other Intangible Assets*	Total
Cost:	**USD'000**	**USD'000**	**USD'000**	**USD'000**	**USD'000**	**USD'000**
At 01 March 2023	32,394	36,352	26,350	3,104	47,122	145,322
Acquisition of subsidiary (note 31)	-	-	82	-	-	82
Additions during the year	640	4,992	-	2,306	-	7,938
Disposals during the year	(640)	(1,186)	-	(84)	-	(1,910)
Transfers	-	2,226	-	(2,226)	-	-
Impairment	-	-	-	(58)	-	(58)
Foreign exchange differences	(4,481)	(2,743)	(1,719)	4	(2,035)	(10,974)
Adjustments - IAS 29	3,477	1,231	-	-	-	4,708
At 29 February 2024	31,390	40,872	24,713	3,046	45,087	145,108
Additions during the year	2,352	5,115	-	789	-	8,256
Disposals during the year	-	(6,236)	-	-	-	(6,236)
Transfers	2,719	852	-	(852)	(2,719)	-
Transfer to pre-commencement lease payments	149	888	-	(60)	-	977
Write off	-	(729)	-	-	-	(729)
Foreign exchange differences	(2,239)	(522)	1,266	-	1,525	30
Adjustments - IAS 29	2,655	1,454	-	-	-	4,109
At 28 February 2025	37,026	41,694	25,979	2,923	43,893	151,515
Accumulated amortisation:						
At 01 March 2023	12,124	28,131	18,673	-	22,180	81,108
Amortisation	1,951	4,518	2,794	-	461	9,724
Disposals during the year	(640)	(1,186)	-	-	-	(1,826)
Foreign exchange differences	(2,328)	(2,144)	(776)	-	(1,547)	(6,795)
Adjustments - IAS 29	1,863	903	-	-	-	2,766
At 29 February 2024	12,970	30,222	20,691	-	21,094	84,977
Amortisation	2,443	6,410	2,177	-	362	11,392
Disposals during the year	-	(6,236)	-	-	-	(6,236)
Transfer to Right-of-Use assets (note 12)	28	888	-	-	-	916
Write off	-	(729)	-	-	-	(729)
Foreign exchange differences	(1,447)	(17)	492	-	1,292	320
Adjustments - IAS 29	1,612	451	-	-	-	2,063
At 28 February 2025	15,606	30,989	23,360	-	22,748	92,703
Carrying amount:						
At 29 February 2024	18,420	10,650	4,022	3,046	23,993	60,131
At 28 February 2025	21,420	10,705	2,619	2,923	21,145	58,812

* This mainly comprises the brand and spectrum assets arising on the acquisition of Liquid Telecommunications South Africa (Pty) Limited.

In Intangible assets, during the year ended 28 February 2025, no impairment was required following the review of the carrying value of the group and company by the directors. (29 February 2024: USD 0.1 million).

10. Intangible assets (continued)

Company	**Software**	**Work in Progress**	**Total**
Cost:	**USD'000**	**USD'000**	**USD'000**
At 01 March 2023	4,858	155	5,013
Additions during the year	1,987	2,272	4,259
Transfers	2,226	(2,226)	-
Disposals during the year	-	(84)	(84)
At 29 February 2024	9,071	117	9,188
Additions during the year	3,621	767	4,388
Transfers	829	(829)	-
Transfer from / (to) Property, plant and equipment	21	(55)	(34)
At 28 February 2025	13,542	-	13,542
Accumulated amortisation:			
At 01 March 2023	2,769	-	2,769
Amortisation	2,139	-	2,139
At 29 February 2024	4,908	-	4,908
Amortisation	3,812	-	3,812
At 28 February 2025	8,720	-	8,720
Carrying amount:			
At 29 February 2024	4,163	117	4,280
At 28 February 2025	4,822	-	4,822

11. Property, plant and equipment

Group	Land and buildings	Furniture and fittings	Computer equipment	Network equipment	Motor vehicles	Work in progress	Fibre infrastructure	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Cost								
At 01 March 2023	16,027	9,527	28,237	93,659	9,788	40,383	898,939	1,096,560
Acquisition of subsidiary (note 31)	-	4	97	-	-	-	-	101
Additions during the year	231	2,159	2,110	3,797	761	14,991	41,436	65,485
Disposals during the year	(1,007)	(2,775)	(2,702)	(30,589)	(197)	(1,282)	(34,818)	(73,370)
Transfer from Right-of-Use assets	-	-	-	515	-	-	-	515
Reclassification	-	-	-	-	-	2,257	-	2,257
Impairment	-	-	-	-	-	-	(1,285)	(1,285)
Transfer to inventory (note 19)	-	-	(5)	-	-	-	(6,688)	(6,693)
Write offs	-	-	-	-	-	(5)	-	(5)
Transfers	-	68	34	27,410	-	(27,927)	415	-
Transfer from inventory (note 19)	-	-	4	-	-	263	-	267
Foreign exchange differences	(2,493)	(1,890)	(2,001)	(12,556)	(4,219)	(7,834)	(227,641)	(258,634)
Adjustments - IAS 29	1,913	1,674	930	1,571	3,780	6,274	192,738	208,880
At 29 February 2024	14,671	8,767	26,704	83,807	9,913	27,120	863,096	1,034,078
Additions during the year	-	659	883	2,119	89	30,284	10,743	44,777
Disposals during the year	-	(113)	(4,775)	(1,006)	(291)	(542)	(12,794)	(19,521)
Impairment	-	(32)	(16)	(74)	-	(73)	(108)	(303)
Write offs	-	-	(709)	(91)	-	-	-	(800)
Transfers	-	244	53	3,491	60	(30,217)	26,369	-
Transfer to intangible assets (note 10)	-	-	37	(701)	11	-	(324)	(977)
Transfer to prepayments (note 20)	-	-	-	-	-	(107)	-	(107)
Transfer to inventory (note 19)	-	-	-	-	-	(61)	-	(61)
Foreign exchange differences	(1,143)	(1,427)	(402)	2,023	(3,284)	(4,106)	(142,943)	(151,282)
Adjustments - IAS 29	1,460	1,416	841	1,266	3,277	5,330	150,985	164,575
At 28 February 2025	14,988	9,514	22,616	90,834	9,775	27,628	895,024	1,070,379
Accumulated depreciation								
At 01 March 2023	5,729	7,768	25,478	88,285	6,697	(2,257)	438,817	570,517
Acquisition of subsidiary (note 31)	-	3	54	-	-	-	-	57
Depreciation charge for the year	279	666	1,243	7,649	559	-	46,458	56,854
Disposals during the year	(845)	(2,773)	(2,673)	(30,093)	(166)	-	(13,371)	(49,921)
Transfers	-	-	-	2,565	-	-	(2,565)	-
Reclassification	-	-	-	249	-	2,257	-	2,506
Foreign exchange differences	(230)	(1,303)	(1,482)	(9,052)	(2,392)	-	(96,752)	(111,211)
Adjustments - IAS 29	-	897	309	1,165	2,068	-	77,133	81,572
At 29 February 2024	4,933	5,258	22,929	60,768	6,766	-	449,720	550,374
Depreciation charge for the year	280	967	1,544	8,000	544	-	45,225	56,560
Disposals during the year	-	(68)	(4,661)	(980)	(133)	-	(12,575)	(18,417)
Write offs	-	-	(709)	(91)	-	-	-	(800)
Impairment	-	-	(1)	(15)	-	-	-	(16)
Transfers	-	-	-	(517)	-	-	517	-
Transfer from intangible assets (note 10)	-	(22)	(6)	(562)	4	-	(330)	(916)
Foreign exchange differences	174	(831)	36	454	(1,732)	-	(58,951)	(60,850)
Adjustments - IAS 29	-	640	191	803	1,332	-	65,488	68,454
At 28 February 2025	5,387	5,944	19,323	67,860	6,781	-	489,094	594,389

11. Property, plant and equipment (continued)

Group (continued)

	Land and buildings	Furniture and fittings	Computer equipment	Network equipment	Motor vehicles	Work in progress	Fibre infrastructure	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Carrying amount:								
At 29 February 2024	9,738	3,509	3,775	23,039	3,147	27,120	413,376	483,704
At 28 February 2025	9,601	3,570	3,293	22,974	2,994	27,628	405,930	475,990

Refer to note 23 for details of security over property, plant and equipment.

In Property, plant and equipment, during the year ended 28 February 2025, USD 0.3 million assets were impaired as they were deemed to be unusable, they relate to the Rest of Africa segment. (29 February 2024: USD 1.3 million). No further impairment was required following the review of the carrying value of Property, plant and equipment of the group and company by the directors.

Company

	Computer equipment
	USD'000
Cost	
At 01 March 2023	108
Additions	68
At 29 February 2024	176
Additions	52
Transfer from / (to) Intangible assets	34
At 28 February 2025	262
Accumulated depreciation:	
At 01 March 2023	66
Depreciation charge for the year	25
At 29 February 2024	91
Depreciation charge for the year	57
At 28 February 2025	148
Carrying amount:	
At 29 February 2024	85
At 28 February 2025	114

12. Right-of-Use assets

Group

	Land and buildings	Furniture and fittings	Network equipment	Motor vehicles	Fibre infrastructure	Fibre Optical - IRU	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Cost:							
At 01 March 2023	101,169	-	52,324	2,081	87,247	148,285	391,106
Additions during the year	8,580	-	11,905	-	45,849	5,856	72,190
Disposals during the year*	(10,086)	-	(20,396)	-	(2,588)	(462)	(33,532)
Write offs	(1,039)	-	-	-	-	-	(1,039)
Transfer from pre-commencement lease payments**	-	-	-	-	-	200	200
Transfer to Property, plant and equipment	-	-	-	-	-	(515)	(515)
Transfers	-	-	-	-	76	(76)	-
Transfer to inventory	-	-	-	-	(449)	-	(449)
Foreign exchange differences	(43,780)	-	(2,505)	(134)	(3,502)	(1,785)	(51,706)
Adjustments - IAS 29	15,447	-	-	-	-	-	15,447
At 29 February 2024	**70,291**	**-**	**41,328**	**1,947**	**126,633**	**151,503**	**391,702**
Additions during the year	7,805	231	2,340	1,698	55,738	1,911	69,723
Disposals during the year*	(4,120)	-	(2,554)	(153)	(700)	(909)	(8,436)
Transfers	(4,068)	-	-	-	4,068	-	-
Foreign exchange differences	(11,938)	(10)	(2,492)	(5)	1,668	756	(12,021)
Adjustments - IAS 29	12,713	-	-	-	-	-	12,713
At 28 February 2025	70,683	221	38,622	3,487	187,407	153,261	453,681
Accumulated depreciation:							
At 01 March 2023	37,073	-	31,999	1,675	31,575	67,465	169,787
Write offs	(1,039)	-	-	-	-	-	(1,039)
Depreciation	9,153	-	11,523	193	18,046	8,058	46,973
Disposals during the year*	(5,615)	-	(20,370)	-	(2,274)	(13)	(28,272)
Reclassification	-	-	-	-	-	(249)	(249)
Transfers	-	-	-	-	57	(57)	-
Foreign exchange differences	(7,562)	-	(1,453)	(100)	(1,824)	(1,432)	(12,371)
Adjustments - IAS 29	(83)	-	-	-	-	-	(83)
At 29 February 2024	**31,927**	**-**	**21,699**	**1,768**	**45,580**	**73,772**	**174,746**
Depreciation	10,607	142	10,050	319	23,222	7,787	52,127
Disposals during the year*	(3,121)	-	(2,541)	(131)	(697)	(656)	(7,146)
Transfers	(2,686)	-	-	-	2,686	-	-
Foreign exchange differences	919	(6)	(1,771)	39	907	404	492
Adjustments - IAS 29	454	-	-	-	-	-	454
At 28 February 2025	38,100	136	27,437	1,995	71,698	81,307	220,673
Carrying amount:							
At 29 February 2024	38,364	-	19,629	179	81,053	77,731	216,956
At 28 February 2025	32,583	85	11,185	1,492	115,709	71,954	233,008

12. Right-of-Use assets (continued)

Group (continued)

No impairment was required following the review of the carrying value of Right-of-Use assets by the directors for the year ended 28 February 2025 (29 February 2024: Nil).
* relates to lease modifications or cancellations.
** During the year ended 29 February 2024, USD 0.2 million was transferred from pre-commencement lease payments to Right-of-Use assets as the assets were brought into use.

The group leases several assets including land and buildings, computer equipment, furniture and fittings, network equipment, motor vehicles and fibre infrastructure. The average lease term is 5 years (29 February 2024: 5 years). For some of the lease contracts, the group has the option to purchase the assets at the end of the lease terms.

The maturity analysis of lease liabilities is presented in note 29.

	28/02/25	29/02/24
Amounts recognised in consolidated statement of profit or loss	**USD'000**	**USD'000**
Right-of-Use assets depreciation (note 5.4)	52,127	46,973
Interest on lease liabilities (note 7)	36,348	18,509

The group does not have leases with variable payments and has an insignificant amount of leases of low value assets. The total cash outflow for leases amount to USD 59.2 million (29 February 2024: 50.4 million).

13. Investments in subsidiaries

13.1 Subsidiaries

Name of Company		Principal business activity	Country of Incorporation/ Principal place of business	Status	Percentage Holding	Company 28/02/25	Company 29/02/24
					%	USD'000	USD'000
▪ Liquid Telecommunications Operations Limited	H	Telecommunications	Mauritius	Active	100	-	-
▪ Transaction Payment Solutions Indian Ocean Limited	S	Transaction Payment Solutions & Technology	Mauritius	Active	100	-	-
▪ Liquid Telecommunications Limited	H	Telecommunications & Technology	United Kingdom	Active	100	8,000	8,000
▪ Transaction Payment Solutions International Limited	H	Transaction Payment Solutions & Technology	Mauritius	Active	100	-	-
▪ Transaction Payment Solutions Botswana (Pty) Limited	S	Transaction Payment Solutions & Technology	Botswana	Active	100	-	-
▪ Transaction Payment Solutions Kenya Limited	S	Transaction Payment Solutions & Technology	Kenya	Active	99	-	-
▪ Transaction Payment Solutions Zambia Limited	S	Transaction Payment Solutions & Technology	Zambia	Active	99.995	-	-
▪ Transaction Payment Solutions Nigeria Limited	S	Transaction Payment Solutions & Technology	Nigeria	Active	100	-	-
▪ Transaction Payment Solutions South Africa (Pty) Limited t/a Paybay	S	Transaction Payment Solutions & Technology	South Africa	Active	100	-	-
▪ Data Control and Systems (1996) (Private) Limited t/a Liquid Telecom Zimbabwe**	H	Telecommunications	Zimbabwe	Active	100	256,749	256,749
▪ Zimbabwe Online (Private) Limited	S	Telecommunications	Zimbabwe	Active	100	-	-
▪ Liquid Telecommunications Zambia Limited	H	Telecommunications	Zambia	Active	100	52,197	52,197
▪ HAI Telecommunications Limited	S	Telecommunications	Zambia	Dormant	100	-	-
▪ Liquid Telecommunications Kenya Limited*	H	Telecommunications	Kenya	Active	79.99	43,052	43,052
▪ Liquid Telecommunications Uganda Limited	H	Telecommunications	Uganda	Active	99.99	1,463	1,463
▪ Liquid Telecommunications Rwanda Limited	H	Telecommunications	Rwanda	Active	70	5,090	5,090
▪ Liquid Telecom DRC S.A.	H	Telecommunications	Democratic Republic of Congo	Active	99	8,940	8,940

* The company continues to have 100% economic interest in Liquid Telecommunications Kenya Limited as at 28 February 2025.

13. Investments in subsidiaries (continued)

13.1 Subsidiaries (continued)

Name of Company		Principal business activity	Country of Incorporation/ Principal place of business	Status	Percentage Holding	Company 28/02/25	Company 29/02/24
					%	USD'000	USD'000
▪ Liquid Telecommunications Operations Mozambique Limitada	H	Telecommunications	Mozambique	Dormant	100	-	2
▪ Liquid Vision Media (Pty) Limited	S	Telecommunications	South Africa	Dormant	100	-	-
▪ Liquid Telecommunications Tanzania Limited	H	Telecommunications	United Republic of Tanzania	Dormant	100	-	-
▪ Africa Digital Networks SASU	H	Telecommunications	Democratic Republic of Congo	Active	100	100	100
▪ Liquid Telecommunications International FZE	H	Telecommunications	United Arab Emirates	Active	100	545	545
▪ Liquid Telecommunications Botswana (Pty) Limited	H	Telecommunications	Botswana	Active	100	5,150	10,731
▪ Liquid Telecommunications Financing PLC	H	Financing for group	United Kingdom	Active	100	130	130
▪ Liquid Telecommunications Investments Limited	S	Financing for group	United Kingdom	Active	100	-	-
▪ Raha Tanzania Holdings Limited	H	Telecommunications	Mauritius	Active	70	12,650	12,650
▪ Raha Limited	S	Telecommunications	United Republic of Tanzania	Active	100	-	-
▪ Zanlink Limited	S	Telecommunications	United Republic of Tanzania	Active	70	-	-
▪ Liquid Telecommunications Holdings South Africa (Pty) Limited*	H	Telecommunications	South Africa	Active	100	254,167	254,167
▪ Liquid Telecommunications Operations South Africa (Pty) Limited	S	Telecommunications	South Africa	Dormant	100	-	-
▪ Liquid Telecommunications South Africa (Pty) Limited*	S	Telecommunications	South Africa	Active	100	-	-
▪ Liquid Telecommunications Sahara Holdings Limited	H	Telecommunications	Mauritius	Active	100	1	1
▪ Liquid Telecommunications Co. Limited	S	Telecommunications	Sudan	Dormant	100	-	-
▪ Liquid Telecom West Africa Data Centre Ghana Limited	H	Telecommunications	Ghana	Dormant	100	-	-
▪ Worldstream (Pty) Limited	H	Telecommunications	South Africa	Active	71	2,364	8,974
▪ Liquid Telecommunications Cote D'Ivoire	H	Telecommunications	Ivory Coast	Dormant	100	-	-
▪ Liquid Intelligent Technologies Egypt	H	Telecommunications	Egypt	Active	100	-	-
						650,598	662,791

H = This is a direct holding by Liquid Telecommunications Holdings Limited.

S = This is an indirect holding.

The company has assessed its investments in subsidiaries in accordance with IAS 36 - *Impairment of Assets* and has determined there is no indication of impairment (2024: no impairment) in respect of its investment in Liquid Telecommunications Holdings South Africa (Pty) Limited (South Africa segment). This assessment was based on a five-year cash flow financial forecast with a terminal growth rate of 4.3% (2024: 4.3%) and discounted using the weighted average cost of capital rate of 15.2% (pre-tax 16.2%) (FY24: 16.3%, pre-tax 17.1%). These local currency forecasts were converted at a closing rate of ZAR:USD 18.54:1 (2024: ZAR:USD 19.21:1) and compared to an investment value translated at the historical rate of ZAR:USD 13.39:1.

The following sensitivity analysis is considered reasonably possible based on recent experience and the current underlying economic environment:
If the WACC increases by 10% or 1.5pp there would be no impairment, with lower headroom (FY24: impairment of 16.2 million with an increase of 10% or 1.6pp). If the WACC decreases by 10% or 1.5pp, it would still result in no impairment, with additional headroom (FY24: no impairment with a decrease of 10% or 1.6pp).
If the ZAR:USD exchange rate weakens by 10% there would be no impairment, with lower headroom (FY24: 6.3 million). If the ZAR:USD exchange rate strengthens by 10%, it would still result in no impairment, with additional headroom (FY24: no impairment).

13. Investments in subsidiaries (continued)

13.1 Subsidiaries (continued)

The directors have reviewed the carrying value of the investments listed above and have found that the carrying value for the investments listed below exceeded their respective value-in-use. As such, provision for impairment has been recorded as shown below and disclosed in note 5.4

Name of Company	Company 28/02/25 USD'000	Company 29/02/24 USD'000
Liquid Telecommunications Operations Mozambique Limitada	(2)	-
Liquid Telecommunications Botswana (Pty) Limited	(5,581)	-
Worldstream (Pty) Limited	(6,612)	-
	(12,195)	-

See note 41.1 for additional non-cash investment in subsidiaries made during the year ended 28 February 2025.

The directors have reviewed the carrying value of each of the above investments in subsidiaries and have not found any indication of impairment, other than those mentioned above.

13.2 Details of non-wholly owned subsidiaries that have non-controlling interests

	Profit / (loss) allocated to non-controlling interests		Accumulated non-controlling interests	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Individually immaterial subsidiaries with non-controlling interests	6	(353)	(918)	86
	6	**(353)**	**(918)**	**86**

14. Investment in associate

Name of associate	Principal activity	Country of incorporation	Proportion of ownership interests and voting rights held by non-controlling interests 28/02/25	29/02/24
			%	%
Number Portability Company (Pty) Limited	Telecommunications	South Africa	20	20

Pursuant to the shareholder agreement, Liquid Telecommunications South Africa (Pty) Limited, a subsidiary of LTH, has the right to cast 20% of the vote at shareholder meetings of Number Portability Company (Pty) Limited.

The associate has a December year end, however when reporting, the group has adjusted and aligned the year end to February.

Although Liquid Telecommunications South Africa (Pty) Limited holds 20% of the equity shares of Number Portability Company (Pty) Limited, and it has less than 50% of the voting power at shareholder meetings, Liquid Telecommunications South Africa (Pty) Limited exercises significant influence by virtue of its contractual right to appoint directors to the board of directors of that entity.

Summarised is the financial information in respect of the group's associate where it has significant interest.

	28/02/25	29/02/24
	USD'000	USD'000
Number Portability Company (Pty) Limited		
Total assets	3,059	2,859
Total liabilities	(194)	(156)
Net assets	2,865	2,703
Revenue	1,748	1,719
Profit for the year	72	105
Total comprehensive income for the year	72	105
Group's share of net assets of associate	573	540
Carrying amount of the group's interest in Number Portability Company (Pty) Limited:		
Opening balance	540	543
Share of profits of associate	14	21
Foreign exchange	19	(24)
Closing balance	573	540

15. Investments at Fair Value Through Other Comprehensive Income (FVTOCI)

	Group		Company	
Investments in equity instruments designated as at FVTOCI	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Opening balance	15,362	15,314	15,310	15,310
Additions	1,983	953	-	-
Fair value (loss) / gain on investment	(636)	867	-	-
Disposal	-	(1,772)	-	-
Foreign exchange loss	(37)	-	-	-
Closing balance	**16,672**	**15,362**	**15,310**	**15,310**

The above represents investments in shares over which the group and the company does not have any significant influence or control.

16. Investments at amortised cost

	Group		Company	
	28/02/25	**29/02/24**	**28/02/25**	**29/02/24**
	USD'000	**USD'000**	**USD'000**	**USD'000**
Treasury bonds	41	41	-	-

The investment in treasury bonds was made by Zanlink Limited, a subsidiary of the group, with a face value of TZS 100 million in October 2022 and matures in 2047 at an interest rate of 12.56% per annum. The investment is measured at amortised cost.

17. Deferred taxation

Deferred tax assets and liabilities are offset where the group has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Group	
	28/02/25	**29/02/24**
	USD'000	**USD'000**
Net deferred tax assets	49,912	41,869
Net deferred tax liabilities	(3,346)	(4,615)
Net deferred tax assets	**46,566**	**37,254**

	Group	
	28/02/25	**29/02/24**
	USD'000	**USD'000**
Group - Gross deferred tax assets:		
Deferred revenue	176	172
Property, plant and equipment	3,468	2,519
Assessed losses	18,501	15,186
Other*	72,360	73,190
	94,505	**91,067**
Credit to profit for the year	9,669	4,834
Group - Gross deferred tax liabilities:		
Property, plant and equipment	(40,642)	(44,937)
Other*	(7,297)	(8,876)
	(47,939)	**(53,813)**
(Charge) / credit to profit for the year	(474)	777
Net movement		
Deferred tax assets / (liabilities)	46,566	37,254
Deferred taxation (credit) / charge to profit for the year (note 8)	(9,195)	(5,611)

*Comprising IFRS 16 adjustments, unrealised foreign exchange differences and provisions.

Management have carried out an assessment of the group's ability to utilise its tax losses in the relevant territories, based on five-year business plans. The deferred tax asset recognised on tax losses in the group is USD 18.5 million (2024: USD 15.2 million), of which the most material balance is in respect of Liquid Telecommunication South Africa (Pty) Limited (“LTSA”), of USD 12.4 million (2024: USD 12.0 million). The tax losses for LTSA, which can be carried forward indefinitely, are USD 172.1 million (2024: USD 187.2 million) and a deferred tax asset has been recognised in respect of USD 45.9 million (2024: USD 44.3 million) of these. The unrecognised deferred tax asset for LTSA amounted to USD 37.6 million (2024: USD 37.2 million). Liquid Telecommunications Zambia Limited recognised a deferred tax asset in the year of USD 4.8 million (2024: Nil), in respect of USD 13.7 million of tax losses incurred primarily in 2024 and 2025, the value of which is expected to be recovered within the five-year business plan period. The tax losses for Liquid Telecommunications Kenya Limited, which can also be carried forward indefinitely, are USD 2.4 million (2024: USD 23.8 million) for which no deferred tax asset has been recognised (2024: Nil). In addition, no deferred tax assets have been recognised in respect of losses held by Liquid Telecommunication Uganda Limited (USD 60.7 million), Liquid Telecommunications Financing PLC (USD 54.9 million), Liquid Telecom DRC S.A. (USD 17.8 million), or Liquid Telecommunications Holdings Limited (USD 35.7 million).

18. Long term receivables

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Long term intercompany receivables (note 32)	136,022	139,933	205,998	191,716
Expected credit loss provision	-	-	(6,419)	(5,173)
Write off	-	-	(14,401)	-
Other long term receivables	308	3,141	-	-
	136,330	**143,074**	**185,178**	**186,543**

The directors have assessed the recoverability of the long term intercompany receivables at group level and have concluded that the Expected Credit Loss ("ECL") is not material, hence no ECL has been accounted for. An ECL of USD 6.4 million (29 February 2024: USD 5.2 million) and a write off of USD 14.4 million (29 February 2024: nil) were recognised in the company after an assessment of the recoverable amount was performed and found that the carrying value of certain long term intercompany receivables exceeded their respective recoverable amounts.

Other long term receivables:

On 16 March 2022, Liquid Telecommunications South Africa (Pty) Ltd, a subsidiary of the group, concluded an interest rate swap agreement with Standard Bank of South Africa Limited in relation to the long-term loan raised from various financial institutions. It swapped the floating 3 Months JIBAR to a fixed JIBAR of 6.79% for the amortising and bullet portions of the loans for their full tenor. The loans are due for settlement on 25 February 2026. The interest rate swap resulted in savings of USD 2.1 million in the group's finance costs for the current financial year. Unrealised savings on interest costs due to the interest rate swap of USD 3.1 million were recognised in the year 29 February 2024.

19. Inventories

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Goods for resale	22,542	43,410	-	-
Provision for obsolete inventory for the year (note 5.4)	(590)	(148)	-	-
Inventory written off (note 5.4)	(8)	(5)	-	-
Transfer from Property, plant and equipment (note 11)	61	6,693	-	-
Transfer from Right-of-Use assets (note 12)	-	449	-	-
	22,005	**50,399**	**-**	**-**
Cost of inventories expensed	10,936	14,474	-	-

The directors are of the opinion that the inventory amounts are recorded at values not in excess of their net realisable value.

20. Trade and other receivables

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Trade receivables	126,426	130,824	-	-
Receivables balances from affiliated entities and other related parties (note 32)	69,145	35,652	124,653	136,623
Expected credit loss provision	(30,114)	(39,051)	(1,248)	(2,805)
Total trade and affiliated entities receivables, net of expected credit loss provision	**165,457**	**127,425**	**123,405**	**133,818**
Short term inter-company and other related party receivables (note 32)	78,327	51,498	51,929	37,140
Expected credit loss provision on short term inter-company and other related party receivables	(138)	-	-	-
Sundry debtors	45,100	45,149	418	786
Deposits paid	3,881	3,781	-	-
Prepayments	39,123	31,091	4,044	5,232
Dividend receivable (note 32)	-	-	-	283
	331,750	**258,944**	**179,796**	**177,259**

The average credit period for the group is 30 days. In determining the recoverability of a trade receivable, the group makes use of forward-looking information as well as certain assumptions about the risk and probability of default together with expected loss rates. The group assesses the recoverability on both a collective and individual basis.

Before accepting any new customer, where possible the group ascertains the creditworthiness and identity of the customer by means of an external credit scoring system and customer acceptance forms which are required to be completed by any new customer. The creditworthiness of customers is reviewed continuously throughout the year.

The receivable balances from affiliated entities and other related parties are unsecured, interest free and are payable in accordance with the terms of the relevant agreements, under which payment terms range from 30 days to 6 months.

20. Trade and other receivables (continued)

Sundry debtors mainly include VAT receivable and non-operating receivable.

The following table details the risk profile of trade receivables and affiliated entities receivables. Lifetime ECL on receivables are assessed individually and collectively.

		Past due				
	Current	31 - 60	61 - 90	91 - 120	> 120	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Group - 2025						
Trade and affiliated entities receivables - Gross	71,191	23,679	11,469	16,580	72,652	195,571
Lifetime ECL	(3,649)	(3,110)	(2,638)	(4,372)	(16,346)	(30,114)
Trade and related parties receivables - Net	**67,541**	**20,569**	**8,831**	**12,208**	**56,306**	**165,456**
Default rate	5.1%	13.1%	23.0%	26.4%	22.5%	
Group - 2024						
Trade and affiliated entities receivables - Gross	41,951	20,990	11,133	11,776	80,626	166,476
Lifetime ECL	(925)	(579)	(563)	(474)	(36,510)	(39,051)
Trade and related parties receivables - Net	**41,026**	**20,411**	**10,570**	**11,302**	**44,115**	**127,425**
Default rate	2.2%	2.8%	5.1%	4.0%	45.3%	
Company - 2025						
Trade and affiliated entities receivables - Gross	2,477	7,028	230	6,715	108,203	124,653
Lifetime ECL	(13)	(6)	-	-	(1,229)	(1,248)
Trade and related parties receivables - Net	**2,464**	**7,022**	**230**	**6,715**	**106,974**	**123,405**
Default rate	0.5%	0.1%	0.0%	0.0%	1.1%	
Company - 2024						
Trade and affiliated entities receivables - Gross	12,403	976	3,355	6,026	113,863	136,623
Lifetime ECL	(275)	(12)	(59)	(50)	(2,409)	(2,805)
Trade and related parties receivables - Net	**12,128**	**964**	**3,296**	**5,976**	**111,454**	**133,818**
Default rate	2.2%	1.2%	1.8%	0.8%	2.1%	

The following table shows the movement in lifetime expected credit loss ("ECL") that has been recognised for trade and other receivables in accordance with the simplified approach set out in IFRS 9.

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Movement in the expected credit loss provision:				
Opening balance	(39,051)	(42,372)	(2,805)	-
Doubtful debt provision reversed / (raised)	1,719	(5,720)	1,557	(2,805)
Bad debts recovered	102	103	-	-
Write off	3,968	2,001	-	-
Foreign exchange differences	992	4,749	-	-
Adjustments - IAS 29	2,156	2,188	-	-
Closing balance	**(30,114)**	**(39,051)**	**(1,248)**	**(2,805)**

21. Cash and cash equivalents, and restricted cash and cash equivalents

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Cash and bank balances	80,913	55,850	11,319	14,582
Money market deposits	4,455	804	-	-
Cash and cash equivalents	**85,368**	**56,654**	**11,319**	**14,582**
Restricted cash and cash equivalents	425	422	11	12
Total cash and cash equivalents	85,793	57,076	11,330	14,594

The cash and cash equivalents are mainly denominated in USD, GBP, KES, ZAR and ZWL$ and are located in Mauritius, United Kingdom, Kenya, South Africa and Zimbabwe.

Cash and cash equivalents include USD 17.6 million (29 February 2024: USD 11.2 million) in Zimbabwe held in cash, short term deposits and similar instruments. These amounts have been translated at the rate of ZWG:USD of 26.6:1 (29 February 2024: ZWL$:USD 14,912.8:1). See note 1.1 - *Zimbabwean currency and Hyperinflation accounting* for more detailed disclosure.

The group and company have restricted cash for the following purposes:

Guarantees	1	1	11	12
Customer deposits held	424	421	-	-
	425	**422**	**11**	**12**

22. Share capital and share premium

	Group and Company	
	28/02/25	29/02/24
	USD'000	USD'000
Issued and paid share capital		
Ordinary shares	**3,716**	**3,716**
Share premium	**276,714**	**276,714**

Movement in capital:	Number of ordinary shares	Share capital	Share Premium
		USD'000	USD'000
Balance at 28 February 2025 and 29 February 2024	124,857,914	3,716	276,714

Convertible preference shares

The group has issued USD 180 million of convertible preference shares with the same par value, voting and dividend rights as the ordinary shares. The preference shares are exchangeable at the option of the shareholder based on certain conditions applicable only at conversion date.

Share application monies

During the year USD 35 million was received from the immediate holding company and is pending the issue of shares at year end.

22a. Other equity items

	Group	
	28/02/25	29/02/24
	USD'000	USD'000
Investment revaluation reserve	(620)	16

The investment revaluation reserve is the unrealised gain on disposal of investments in equity instruments designated as at FVTOCI and the fair value gain on investments in equity instruments designated as FVTOCI.

Foreign currency translation reserve (FCTR):	**(311,626)**	**(279,242)**

THe FCTR value arises on the translation of the Financial Statements of foreign subsidiaries into the presentation currency of the Consolidated Financial Statements.

23. Short term portion of long term borrowings and long term borrowings

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
23a. Long term borrowings:	**USD'000**	**USD'000**	**USD'000**	**USD'000**
USD 620 million 5.5% Senior Secured Notes (i)	615,632	612,736	-	-
Net settled: Embedded derivatives	1,878	1,878	-	-
USD 220 million equivalent South African Rand term loan (ii)	-	127,315	-	-
Other long-term borrowings	73	323	-	-
	617,583	**742,252**	**-**	**-**
23b. Short term portion of long term borrowings:				
USD 620 million 5.5% Senior Secured Notes (i)	17,050	17,050	-	-
USD 220 million equivalent South African Rand term loan (ii)	132,845	17,554	-	-
Stanbic Bank of Zambia Limited Term loan (iii)	-	2,436	-	-
Stanbic Bank of Zambia Limited revolving credit facility (iii)	1,741	1,058	-	-
USD 60 million revolving credit facility (iv)	25,290	42,665	25,290	42,665
Other Short-term portion of long term borrowings	248	224	-	-
	177,174	**80,987**	**25,290**	**42,665**

(i) The USD 620 million 5.5% Senior Secured Notes bear interest, payable half yearly, at the rate of 5.5% and are payable at maturity in September 2026. The Notes were issued by Liquid Telecommunications Financing Plc on 24 February 2021 and are guaranteed on a Senior Secured basis by: Liquid Telecommunications Holdings Limited, Liquid Telecommunications Operations Limited, Liquid Telecommunications Limited, Liquid Telecommunications Kenya Limited, Liquid Telecommunications Holdings South Africa (Pty) Limited, Liquid Telecommunications South Africa (Pty) Limited, Liquid Telecom DRC S.A. and Liquid Telecommunications Zambia Limited with various types of collateral. Such collateral includes (among other things): (i) share pledges and charges over assets, including bank accounts, (ii) assignment over present and future intercompany loans receivables and agreements (iii) assignment over receivables including trade debtors, intellectual property rights and insurances, and (iv) deed of hypothecation over trademarks.

(ii) On 25 February 2021, Liquid Telecommunications South Africa (Pty) Limited entered into a 5 year ZAR 3.3 billion term loan with the Standard Bank of South Africa Limited (acting through its corporate and investment banking division) and Standard Chartered Bank – Johannesburg branch. The term loan was initially split equally between an amortising tranche and a bullet repayment tranche, for which the interest rates are JIBAR plus 4.5% and 5.0% respectively. The syndicators of this loan are: Standard Bank of South Africa Limited, Sanlam Investment Management Pty Ltd, Sanlam Life Insurance Ltd, State Bank of India (SBI), Stanlib Asset Management and Liberty Group. In June 2021, Liquid Telecommunications South Africa (Pty) Limited refinanced a portion of the term loan, amounting to ZAR 1.0 billion, with the International Finance Corporation with interest payable quarterly at JIBAR plus 5%. Following the refinancing, the term loan is split between an amortising tranche and two separate bullet repayment tranches, representing one third and two thirds respectively of the term loan.

In December 2024, the group successfully signed new facilities to refinance its South African Rand term loan on a multi-tenor basis. The new facilities, equivalent to USD 220 million in South African Rand, are being provided by Standard Bank of South Africa, Rand Merchant Bank, Nedbank of South Africa, and International Finance Corporation (IFC). The utilization of these facilities is now subject to the satisfaction of certain conditions precedent.

The covenants relevant to this loan are Net debt to EBITDA, Interest cover and Debt Service Cover Ratio.

(iii) Stanbic Bank of Zambia Limited term loan

Liquid Telecommunications Zambia Limited had USD 23.3 million (maturity in the financial year 2025) of term loans denominated in local currency (Zambian Kwacha). Liquid Telecommunications Holdings Limited guaranteed up to USD 13.0 million in aggregate of these facilities. The facility agreement also included a first ranking charge over certain assets including bank accounts and receivables of Liquid Telecommunications Zambia Limited. The facility bears interest at the rate of 23.5%. Capital and interest are repaid on a quarterly basis. The financial covenants for this facility are Total debt to EBITDA and Debt Service Ratio. The term loan has been fully repaid during the financial year.

Stanbic Bank of Zambia Limited revolving credit facility

As of 28 February 2025, the outstanding amount on the Revolving Credit Facility contracted by Liquid Telecommunications Zambia Limited was USD 1.7 million. The effective interest rate is in the aggregate of the margin at 8% plus Bank of Zambia policy rate. The loan facility is unsecured.

23. Short term portion of long term borrowings and long term borrowings (continued)

(iv) In addition to the USD 620.0 million 5.5% Senior Secured Notes and the USD 220.0 million equivalent South African Rand term loan, the group has a USD 60.0 million Revolving Credit Facility agreement between the company, JP Morgan Chase Bank N.A., London branch, Standard Finance (Isle of Man), Standard Chartered Bank (Mauritius) Limited and the Mauritius Commercial Bank Limited. The Revolving Credit Facility is secured and is guaranteed on a senior secured basis by, Liquid Telecommunications Operations Limited, Liquid Telecommunications Limited, Liquid Telecommunications Financing Plc, Liquid Telecommunications Kenya Limited, Liquid Telecommunications Holdings South Africa (Pty) Limited, Liquid Telecommunications South Africa (Pty) Limited, Liquid Telecom DRC S.A. and Liquid Telecommunications Zambia Limited. The obligations under the Revolving Credit Facility are secured equally and ratably with the Senior Secured Notes by first priority liens over the security. The Revolving Credit facility is denominated in USD, bears interest at the rate of SOFR plus 4.25%, subject to certain adjustments for the net leverage ratio and is to be utilised for general corporate purposes. The facility holds the same covenant obligations as the South African Rand term loan referenced above. The outstanding balance as at 28 February 2025 was USD 25.3 million.

24. Long term intercompany borrowings

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Long term intercompany payable (note 32)	-	-	528,136	529,990
Intercompany equity loan payable (note 32)	-	-	-	3,105
	-	-	528,136	533,095

The company's long term intercompany payable to Liquid Telecommunications Financing Plc is unsecured, denominated in USD, bears interest at the rate of 5.5 % (29 February 2024: 5.5%) and is repayable in September 2026.

25. Trade and other payables

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Trade accounts payable	132,340	119,724	2,336	1,353
Payable balance to affiliated entities (note 32)	27,415	17,809	56,070	14,030
Short-term inter-company payables (note 32)	-	-	5,014	25,510
Accruals	58,135	49,492	3,717	2,554
Staff payables	4,021	4,679	-	-
Transaction taxes due in various jurisdictions	12,489	6,641	21	33
Other short term payables	4,579	1,544	-	-
	238,979	**199,889**	**67,158**	**43,480**

The average credit period on purchases of goods is 30 days. No interest is charged on the trade payables for the first 60 days from the date of invoice. Thereafter, interest is generally charged at 2% per annum on the outstanding balance. The group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed terms.

The directors consider the carrying amount of trade and other payables to approximate their fair value.

Amounts payable to affiliated entities and related company are unsecured, interest free and with no fixed date of repayment.

Accruals mainly relate to wholesale voice carrier amounts accrued for in the ordinary course of business and major capital expenditure for on-going fibre related projects.

26. Long term provisions

	Group	
	28/02/25	29/02/24
	USD'000	USD'000
Onerous contracts	5,208	6,225
Other provision	271	147
	5,479	**6,372**

Onerous contracts	Long term portion
	USD'000
At 01 March 2024	**6,225**
Interest recognised in Data and network related costs	516
Transfer to short term (note 27)	(1,559)
Foreign exchange differences	26
As at 28 February 2025	**5,208**

See note 27 (iii) for more details.

27. Short term provisions

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Bonus provision (i)	13,476	534	2,793	-
Licence fee provision (ii)	4,082	2,282	-	-
Short term portion of onerous contracts (iii)	1,041	934	-	-
Leave pay provision (iv)	3,194	3,736	-	-
Other provision (iv)	2,327	6,426	-	-
	24,120	**13,912**	**2,793**	**-**

The provisions recognised as at 28 February 2025 relate to bonuses, licence fees, onerous contracts, leave pay and other provisions. The uncertainties associated with the timing and amount of outflows are not considered material to the financial statements.

(i) Bonuses are payable to all eligible staff according to the terms of the group's remuneration policy. The individual payout is a percentage of the total cost to the group, taking into account the employee's level, individual performance rating and group performance. The payment is time-apportioned based on the length of time the employee has been employed by the group in the current year. The actual payments are made post financial year end.

	Group	Company
	USD'000	USD'000
At 01 March 2024	**534**	**-**
Provision raised during the year	14,593	2,943
Utilisation / payment	(1,523)	(150)
Foreign exchange differences	(128)	-
As at 28 February 2025	**13,476**	**2,793**

(ii) The licence fee provision includes provision for Liquid Telecommunications South Africa (Pty) Limited's (LTSA) corporate social responsibility obligation in respect of the licence held with ICASA, to provide ICT services to 750 public schools over an extended five-year period. The ICT services include the provision of the local area network, the wide area network, the end user devices in schools and training. LTSA has capitalised the obligation through raising a provision at the estimated present value of the total obligation. This is reassessed annually. The capitalised amount is amortised over the remaining licence period. LTSA initially anticipated that the provision would be completely utilised in 28 February 2025. However, ICASA issued an incorrect school list that included schools that have already been completed. This has led to the incomplete utilisation of the provision, resulting in the obligation being carried over to 28 February 2026.

During the financial year, LTSA raised a further provision for the connectivity of 298 public service insitutions (PSI) flowing from the 2022 radio frequency spectrum auction. Pursuant to the provision of the ICASA spectrum licence, LTSA is obligated to connect 298 PSIs within the next 5 years from the licence issue date for a period of 12 years starting from the date of issuance of the radio frequency spectrum licence.

	Group
	USD'000
At 01 March 2024	**2,282**
Provision raised during the year	2,354
Utilisation / payment	(425)
Foreign exchange differences	(129)
As at 28 February 2025	**4,082**

(iii) Onerous contracts:

The group purchased Liquid Telecommunications Data International Limited and as part of the IFRS 3 fair value assessment an onerous contract with SEACOM was identified. The contract relates to the indefeasible right of use (IRU) for 28 STM1s. As the IRU's O&M charges' present value exceeds the present value of the O&M charges of a similar IRU purchased at the acquisition date, a liability was raised for the excess O&M charges. The unfavourable contract is amortised over the remaining period of the contract.

The group purchased Liquid Telecommunications South Africa (Pty) Limited and as part of the IFRS 3 fair value assessment an onerous contract with SEACOM was identified. The contract relates to the O&M for an IRU for 19 STM1s. The IRU's O&M charges' present value exceeds the present value of the O&M charges of a similar IRU purchased at the acquisition date. Liabilities were raised for the difference between the committed contract price and for the excess O&M charges as at acquisition.

	Group
	USD'000
At 01 March 2024	**934**
Charged to Data and network related costs (unwinding of interest)	85
Expense to Data and network related costs	(1,539)
Transfer from long term (note 26)	1,559
Foreign exchange differences	2
As at 28 February 2025	**1,041**

27. Short term provisions (continued)

(iv) Below is the movement in leave pay provisions and other provisions during the year ended 28 February 2025:

	Group USD'000		Company USD'000
	Leave pay provision	*Other provisions	*Other provisions
	USD'000	USD'000	USD'000
At 01 March 2024	**3,736**	**6,426**	-
Provision raised during the year	783	1,421	-
Reclassification	-	162	-
Payment/utilisation	(584)	(5,741)	-
Foreign exchange differences	(741)	59	-
As at 28 February 2025	**3,194**	**2,327**	**-**

*includes various provisions that do not fall in the other categories already described above. Mainly provision of legal fees.

28. Deferred revenue

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Long term portion of deferred revenue	47,179	56,967	-	-
Short term portion of deferred revenue	47,595	40,443	-	-
	94,774	**97,410**	**-**	**-**

Deferred revenue mainly relates to revenue billed in advance which includes deferred revenue on any Indefeasible-Rights-of-Use (IRU), disclosed through Network and Dataport revenue streams disclosed in note 4.1, that will be amortised over a period of 10 to 15 years and other advance billings that will be amortised over a period of 1 to 3 years.

Below is the movement in the above balances:	Group	
	28/02/25	29/02/24
Short term portion of deferred revenue:	USD'000	USD'000
Opening balance	**40,443**	**33,806**
Acquisition of subsidiary (note 31)	-	7
Net amount recognised as liability	13,141	14,038
Net amount recognised in statement of profit or loss	(18,510)	(9,900)
Reclassification from long term deferred revenue	12,612	5,691
Adjustments - IAS 29	582	725
Foreign exchange differences	(673)	(3,924)
Closing balance	**47,595**	**40,443**
Long term portion of deferred revenue:		
Opening balance	**56,967**	**65,553**
Net amount recognised as liability	1,079	735
Reclassification to short term deferred revenue	(12,612)	(5,691)
Foreign exchange differences	1,745	(3,630)
Closing balance	**47,179**	**56,967**

29. Long term lease liabilities and short term portion of long term lease liabilities

Long term lease liabilities (discounted)	140,740	116,804
Short term portion of long term lease liabilities (discounted)	36,628	20,441
	177,368	**137,245**

The table below details the remaining contractual maturity for leases and has been drawn up based on the undiscounted cash flows:

Less than 1 year	66,266	41,795
1 to 2 years	68,221	44,716
2 to 3 years	49,557	39,209
3 to 4 years	43,064	38,395
4 to 5 years	24,691	21,994
More than 5 years	56,130	41,651
	307,929	**227,760**

The group does not face a significant liquidity risk with regard to its lease liabilities.

30. Cash generated from / (used in) operations

	Notes	Group 28/02/25 USD'000	Group 29/02/24 USD'000	Company 28/02/25 USD'000	Company 29/02/24 USD'000
Profit / (loss) before tax		44,343	32,870	(50,530)	(9,269)
Adjustments for:					
Depreciation, impairment and amortisation	5	124,666	115,052	30,465	2,164
Dividends received from investments at FVTOCI		(59)	(44)	-	-
Dividend received from related parties	32	-	-	(1,426)	(1,123)
Bad debts (reversal) / provision		(5,694)	3,617	(312)	7,978
Increase / (decrease) in provisions	27	9,940	(9,276)	2,793	(3,890)
Foreign exchange loss / (gain)		288,551	423,960	67	(75)
Hyperinflation monetary gain		(306,722)	(386,603)	-	-
Profit on disposal of fixed assets	5.2	(984)	(253)	-	-
Loss / (profit) on disposal of Right-of-Use assets	5.2	133	(1,554)	-	-
Interest income	6	(24,291)	(24,610)	(23,340)	(23,923)
Finance costs	7	101,847	79,894	34,727	32,012
Gain on bargain purchase	31	-	(272)	-	-
Share of profits of associate	14	(14)	(21)	-	-
		231,716	232,760	(7,556)	3,874
Working capital changes:					
Decrease / (increase) in inventories		19,524	(22,564)	-	-
Increase in trade and other receivables		(64,916)	(39,916)	(1,334)	(28,568)
Increase / (decrease) in trade and other payables		42,032	(19,599)	(5,889)	(24,748)
(Decrease) / increase in deferred revenue		(4,290)	4,873	-	-
Cash generated from / (used in) operations		**224,066**	**155,554**	**(14,779)**	**(49,442)**

31. Acquisition of subsidiary company

28 February 2025

There was no acquisition/disposal of subsidiary companies for the year ended 28 February 2025.

29 February 2024

In March 2023, the group announced that it has satisfied all agreed conditions for the acquisition of Cysiv MEA, a technology company that was formerly SecureMisr, headquartered in Cairo, for a nominal consideration of USD 43. The business specialises in providing enterprise cloud and cyber security services to some of Egypt's leading companies, particularly in the financial services sector. The acquisition allows the group to bring some of the best global cloud and cyber security products to the Egyptian market. The organisation will rebrand Cysiv MEA to 'Liquid C2' to align it with its global cloud and cybersecurity identity. The group plans to significantly grow the Egyptian business by tapping into the wealth of local technology talent, making Egypt a key hub for the Middle East and North Africa (MENA) region.

The acquisition resulted in a gain on bargain purchase of USD 0.3 million.

	Group 29/02/24 USD'000
Intangible assets	82
Property, plant and equipment	44
Trade receivables and other receivables	72
Cash and cash equivalents	148
Tax asset	76
Deferred tax liabilities	(18)
Trade and other payables	(50)
Provisions	(3)
Tax liabilities	(72)
Deferred revenue	(7)
Fair value of identifiable net assets acquired	272
Consideration transferred (USD 43)	-
Gain on bargain purchase	**272**
Net cash inflow on acquisition of subsidiary	
Consideration transferred (USD 43)	-
Cash and cash equivalents of subsidiary on acquisition	148
Net cash inflow arising on acquisition	**148**

32. Related party transactions

In addition to the subsidiary companies the following are related parties to the Liquid Telecommunications Holdings Limited group:

• Econet Wireless Private Limited (Zimbabwe), Econet Telecom Lesotho (Pty) Limited (Lesotho), Transaction Payment Solutions (Private) Limited (Zimbabwe), Econet South Africa (Pty) Limited, Steward Bank Limited (Zimbabwe) and Econet Wireless Zimbabwe Limited are referred to as "Econet Global related group companies";

• Africa Data Centres Holdings Limited (UK), African Data Centres (Pty) Limited (South Africa), Africa Data Centres SA Development (Pty) Limited (South Africa), ADC (Jersey) Limited, Africa Data Centres Lagos FZE (Nigeria) and East Africa Data Centre Limited (Kenya) are referred to as ''Africa Data Centres related group companies'';

• Telrad Networks Limited (Israel), Marmanet Organization and Projects Management Limited (Israel), Geo Da Lands & Property Management & Information Limited (Israel), Oasis Communication Technologies Limited (Israel) and Magalcom Limited (Israel) are referred to as ''Telrad related group companies'';

• Sasai Fintech Limited (Mauritius) and Sasai Fintech (PTY) Ltd (South Africa) are referred to as ''Sasai related group companies'';

• VAYA Africa Mauritius Ltd (Mauritius) is referred to as ''Vaya related group companies'';

• Distributed Power Africa Proprietary Limited (South Africa), Distributed Power Africa (Private) Limited (Zimbabwe), Distributed Power Africa Limited (Mauritius) and Distributed Power Africa Services Proprietary Limited (South Africa) are referred to as ''Econet Infraco related group companies'';

• Liquid Telecommunications (Jersey) Ltd, Liquid Technologies Infrastructure Finance SARL (Belgium), Liquid Intelligent Technologies Limited (Nigeria), Liquid Delta (Jersey) Limited and Liquid ECG Infraco (Pty) Ltd (South Africa) are referred to as "Liquid (Jersey) other related group of companies";

• Liquid Telecommunications Holdings Limited and subsidiaries are referred to as "Liquid (Holdings) other related group of companies". Refer to note 13 - *Investments in subsidiaries* for more details on the subsidiaries;

• Non-Executive Directors of the company and the wider group; and

• DTOS Limited (Mauritius)

The above companies have been disclosed as related parties due to their common control.

Transactions between the group and its subsidiaries, which are related parties of the group, have been eliminated on consolidation and are not disclosed in the group note. The amounts outstanding are unsecured. No guarantees have been given or received. The directors have assessed the recoverability of the receivables and have recorded certain Expected Credit Loss ("ECL'') as disclosed in note 20. During the year, the group and company entered into the following trading transactions with related parties:

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
Sales of goods and services:	**USD'000**	**USD'000**	**USD'000**	**USD'000**
Econet Global Related Group Companies	65,729	76,751	-	-
Africa Data Centres related group companies	451	324	-	-
Liquid (Jersey) other related group of companies	41,219	26,705	-	-
	107,399	**103,780**	**-**	**-**
Purchase of goods and services:				
Econet Global Related Group Companies	17,464	22,555	-	-
Africa Data Centres related group companies	1,417	3,794	-	-
Liquid (Jersey) other related group of companies	31,760	20,847	-	-
	50,641	**47,196**	**-**	**-**
Management fees expense (note 5.1):				
Econet Global Related Group Companies	600	510	-	-
Liquid (Holdings) other related group of companies	-	-	18,258	24,376
	600	**510**	**18,258**	**24,376**

32. Related party transactions (continued)

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Management fees income (note 5.2):				
Econet Global Related Group Companies	-	76	-	-
Africa Data Centres related group companies	7	620	-	-
Liquid (Jersey) other related group of companies	1,678	2,990	1,678	2,990
Liquid (Holdings) other related group of companies	-	-	19,182	29,891
	1,685	**3,686**	**20,860**	**32,881**
Dividend income:				
Liquid (Holdings) other related group of companies*	-	-	1,426	1,123

*The dividend income from Worldstream (Pty) Limited of USD 0.3 million, included in the above balance, was receivable as at 29 February 2024 and was subsequently received by the company during the year ended 28 February 2025. The dividend income for the 2025 financial year has all been received. As such, the total amount received during the year ended 28 February 2025 is USD 1.7 million.

	Group 28/02/25	Group 29/02/24	Company 28/02/25	Company 29/02/24
Dividend paid:				
Other shareholders (net of taxes)	916	496	-	-
Finance costs:				
Liquid (Holdings) other related group of companies	-	-	29,149	29,149
Liquid (Jersey) other related group of companies	350	332	350	332
	350	**332**	**29,499**	**29,481**
Administration fees paid:				
DTOS Limited	421	398	121	118

Consultancy fees

During the year, the group engaged with one of its Non-Executive Directors for support and guidance on a group-wide Transformation Project. The cost of this support is borne by the immediate holding company but the group is a significant beneficiary of the work carried out. The amount paid in the year is USD 0.5 million and the amount payable at the 28 February 2025 is USD 0.4 million.

	Group 28/02/25	Group 29/02/24	Company 28/02/25	Company 29/02/24
Interest income:				
Econet Global Related Group Companies	734	621	673	560
Liquid (Holdings) other related group of companies	-	-	18,321	20,777
Africa Data Centres related group companies	19,195	17,933	1,438	1,392
Liquid (Jersey) other related group of companies	2,820	1,028	2,820	1,028
	22,749	**19,582**	**23,252**	**23,757**
Long term intercompany payables:				
Liquid (Holdings) other related group of companies	-	-	528,136	529,990

The Liquid (Holdings) other related group of companies balance relates to the amount payable to Liquid Telecommunications Financing Plc and is unsecured, denominated in USD, bears interest at the rate of 5.5% and is repayable in September 2026.

	Group 28/02/25	Group 29/02/24	Company 28/02/25	Company 29/02/24
Long term intercompany receivables (note 18):				
Liquid (Holdings) other related group of companies	-	-	199,562	185,411
Liquid (Jersey) other related group of companies	3,958	11,838	3,958	3,395
Africa Data Centres related group companies	132,064	128,095	2,478	2,910
	136,022	**139,933**	**205,998**	**191,716**

The long term intercompany receivable from Liquid (Holdings) other related group of companies, are unsecured, denominated in USD, bears interest at the rate of SOFR ranging from plus 3.75% to 6.50% and are repayable in February 2029.

The long term intercompany receivable from Liquid Telecommunications Uganda Limited is unsecured, denominated in USD and bears interest at the rate of SOFR plus 3.75%. Repayment of the loan is pegged to Liquid Telecommunications Uganda Limited generating free cash flows for a period of at least three months during which time the company must also report positive working capital.

32. Related party transactions (continued)

The long term intercompany receivable from Liquid (Jersey) other related group of companies are unsecured, denominated in USD, bears interest at the rate of SOFR plus 3.75% and is repayable in February 2029.

The long term intercompany receivables from Africa Data Centres related group companies are unsecured, denominated in USD, bear interest at the rate of SOFR plus 3.75% and are repayable in February 2029.

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Short term intercompany payables (note 25):				
Liquid (Holdings) other related group of companies	-	-	-	20,842
Liquid (Jersey) other related group of companies	-	-	5,014	4,668
	-	**-**	**5,014**	**25,510**

The Liquid (Holdings) other related group of companies balance relates to Liquid Telecommunications Financing PLC and represents the interest accrued on the long term intercompany payable.

The Liquid (Jersey) other related group of companies balance relates to Liquid Technologies Infrastructure Finance SARL and represents the current remaining payable balance of the USD 13 million investment.

Short term intercompany and other related party receivables (note 20):				
Econet Global Related Group Companies	2,501	1,827	2,501	1,827
Liquid (Jersey) other related group of companies	40,179	25,440	31,985	18,463
Liquid (Holdings) other related group of companies	-	-	619	-
Africa Data Centres related group companies	32,745	21,547	16,824	16,389
Sasai Related Group Companies	2,098	1,480	-	-
Econet Infraco related group companies	804	743	-	-
Strive Masiyiwa	-	461	-	461
	78,327	**51,498**	**51,929**	**37,140**

Short term intercompany receivables bear interest at the rate of SOFR plus 2.5%, are unsecured and are to be repaid within 12 months.

Payable balance to affiliated entities (note 25):				
Econet Global Related Group Companies	944	774	-	-
Africa Data Centres related group companies	9,199	7,839	-	-
Telrad Networks Ltd	15	351	-	-
Liquid (Jersey) other related group of companies	17,045	7,891	135	135
Liquid (Holdings) other related group of companies	-	-	55,935	13,895
Sasai Related Group Companies	212	954	-	-
	27,415	**17,809**	**56,070**	**14,030**

Amounts payable to affiliated entities and related company are unsecured, interest free and have no fixed date of repayment.

Equity loans due to:				
Liquid (Holdings) other related group of companies	-	-	-	3,105
	-	**-**	**-**	**3,105**

The equity loan due to Liquid Telecommunications Botswana (Pty) Limited is unsecured. There are no fixed repayment terms and these amounts are repayable at the discretion of the borrower.

32. Related party transactions (continued)

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Receivables balances from affiliated entities and other related parties (note 20):				
Econet Global Limited (Mauritius)	4,999	4,999	4,999	4,999
Econet Global Related Group Companies	16,971	20,327	6,258	5,162
Africa Data Centres related group companies	8,506	4,235	8,446	4,101
Liquid (Holdings) other related group of companies	-	-	94,225	114,298
Econet Infraco related group companies	10	7	-	-
Vaya Related Group Companies	657	436	-	-
Liquid (Jersey) other related group of companies	37,524	3,032	10,247	5,447
Strive Masiyiwa*	478	2,616	478	2,616
	69,145	**35,652**	**124,653**	**136,623**

The receivable balances from affiliated entities and other related parties are unsecured, interest free and are payable in accordance with the terms of the relevant agreements, under typical payment terms. In certain circumstances, payment terms extend beyond this where the group provides financial support to its subsidiaries.

*This receivable balance is unsecured, has no fixed repayment terms and is repayable within one year.

33. Compensation of key management personnel

The remuneration of the directors and other key management personnel during the year is as follows:

Short-term employee benefits	3,439	6,438	350	1,385
Other benefits	127	95	-	-
	3,566	**6,533**	**350**	**1,385**

The key management personnel are the directors who have authority and responsibility for planning, directing and controlling the activities of the group, whether directly or indirectly.

34. Commitments

34.1 Capital commitments

At 28 February 2025, the group committed to the following capital commitments:

<u>Authorised and contracted</u>				
Intangible assets	5,673	1,507	-	-
Property, plant and equipment	18,145	24,925	-	-
	23,818	**26,432**	**-**	**-**

The capital expenditure is to be financed from internal cash generation and existing funding facilities.

34.2 Other

The group continues to provide support to its subsidiaries, where appropriate, to ensure they are able to continue their operations and meet their liabilities as and when they fall due.

35. Events after the reporting date

There have been no material events after the reporting date.

36. Financial instruments

36.1 Capital risk management

The group manages its capital to ensure that entities in the group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The group's policy is to borrow centrally, principally using Senior Secured Notes and a combination of other borrowing facilities to meet anticipated funding requirements. These borrowings, together with cash generated from operations, are loaned internally or contributed as equity to certain subsidiaries. The group monitors its interest cover, net debt to EBITDA ratio, gross debt to EBITDA ratio and debt service cover ratio (''DSCR'') to comply with its Senior Secured Notes and other borrowing facilities covenants. The group complied with its maintenance covenants throughout the financial year and the overall strategy remains unchanged from prior years.

The capital structure of the group and company consist of net debt (which includes borrowings offset by cash and cash equivalents) and equity attributable to owners of the group and company, comprising issued share capital, convertible preference shares, reserves and retained earnings. The group and company are not subject to any externally imposed capital requirement. Management reviews the capital structure of the group and company on a periodic basis, including the cost of capital and the risks associated with each class of capital.

36.2 Material accounting policy information

Details of the material accounting policy information and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 to the financial statements.

36. Financial instruments (continued)

36.3 Gearing ratio

The group's directors review the capital structure on a periodic basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital.

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Debt (i)	972,125	960,484	553,426	575,760
Cash and cash equivalents (net of restricted cash)	(85,368)	(56,654)	(11,319)	(14,582)
Net debt	**886,757**	**903,830**	**542,107**	**561,178**
Equity (ii)	143,093	123,674	423,771	441,622
Net debt to equity ratio	6.2:1	7.3:1	1.3:1	1.3:1

(i) Debt is defined as long and short-term borrowings and lease liabilities, as detailed in notes 23, 24 and 29.

(ii) Equity includes all capital and reserves of the group and the company, as detailed in the statement of changes in equity.

36.4 Categories of financial assets and liabilities

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Financial assets				
Amortised cost	510,753	421,070	372,260	372,881
Investments at amortised cost	*41*	*41*	-	-
Long-term receivables	*136,330*	*143,074*	*185,178*	*186,543*
Trade and other receivables (excluding Prepayments and VAT receivable)	*288,589*	*220,879*	*175,752*	*171,744*
Cash and cash equivalents	*85,368*	*56,654*	*11,319*	*14,582*
Restricted cash and cash equivalents	*425*	*422*	*11*	*12*
Fair Value Through Other Comprehensive Income (FVTOCI)				
Investments at Fair Value Through Other Comprehensive Income (FVTOCI)	*16,672*	*15,362*	*15,310*	*15,310*
Total financial assets	**527,425**	**436,432**	**387,570**	**388,191**
Financial liabilities				
Amortised cost	1,194,594	1,149,053	620,563	619,207
Long term borrowings	*617,583*	*742,252*	-	-
Short term portion of long term borrowings	*177,174*	*80,987*	*25,290*	*42,665*
Long term lease liabilities	*140,740*	*116,804*	-	-
Short term portion of long term lease liabilities	*36,628*	*20,441*	-	-
Long term intercompany borrowings	-	-	*528,136*	*533,095*
Trade and other payables (excluding Staff payables and Transaction taxes due in various jurisdictions)	*222,469*	*188,569*	*67,137*	*43,447*
Total financial liabilities	**1,194,594**	**1,149,053**	**620,563**	**619,207**

36. Financial instruments (continued)

36.5 Financial risk management objectives

Management co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the group through internal management reports, which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

36.6 Market risk

The group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates (see notes 36.7 and 36.8) and interest rates (see notes 36.9 and 36.10). The group does enter into derivative financial instruments to manage its exposure to interest rate and foreign currency risk where appropriate.

36.7 Foreign currency risk management

The group undertakes certain transactions denominated in foreign currencies and is therefore exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters. The group constantly reviews its foreign exchange rate exposures and enters into foreign currency hedging contracts when appropriate.

The carrying amounts of the group's foreign currency denominated monetary assets and monetary liabilities as at the reporting date are as follows:

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Assets				
Currency of the United Kingdom (GBP)	6,075	7,151	-	-
Currency of United States (USD)	229,020	176,207	387,570	388,191
Currency of Zimbabwe (ZWL$)	38,713	27,060	-	-
Currency of South Africa (ZAR)	176,717	152,139	-	-
Currency of Botswana (BWP)	3,823	2,334	-	-
Currency of Kenya (KES)	51,645	51,061	-	-
Currency of Zambia (ZMK)	10,182	11,729	-	-
Currency of Rwanda (RWF)	3,345	3,876	-	-
Currency of Nigeria (NGN)	37	35	-	-
Currency of Uganda (UGX)	2,045	1,930	-	-
Currency of Egypt (EGP)	2,550	396	-	-
Currency of Tanzania (TZS)	3,273	2,514	-	-
	527,425	**436,432**	**387,570**	**388,191**

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
Liabilities				
Currency of the United Kingdom (GBP)	10,496	12,002	1,244	289
Currency of United States (USD)	835,178	821,285	616,310	607,660
Currency of Zimbabwe (ZWL$)	29,755	22,598	-	-
Currency of South Africa (ZAR)	257,243	233,618	3,009	11,258
Currency of Botswana (BWP)	2,964	934	-	-
Currency of Kenya (KES)	37,745	31,646	-	-
Currency of Zambia (ZMK)	9,067	14,451	-	-
Currency of Rwanda (RWF)	4,063	4,136	-	-
Currency of Nigeria (NGN)	1	1	-	-
Currency of Uganda (UGX)	4,735	4,400	-	-
Currency of Egypt (EGP)	133	94	-	-
Currency of Tanzania (TZS)	3,214	3,888	-	-
	1,194,594	**1,149,053**	**620,563**	**619,207**

36. Financial instruments (continued)

36.8 Foreign currency sensitivity analysis

The group is mainly exposed to the currencies of United Kingdom (GBP), Zimbabwean dollar (ZWL$), South Africa (ZAR), Kenyan Shilling (KES), Rwandan Franc (RWF) and Zambian Kwacha (ZMK).

The following table details the group's sensitivity to a 10% increase and decrease in the USD (Reporting Currency of the group) against the relevant foreign currencies. 10% represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the group where the denomination of the loan is in a currency other than the currency of the lender or the borrower. A positive number below indicates an increase in profit and other equity where the USD strengthens 10% against the relevant currency. For a 10% weakening of the USD against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be reversed.

	Group		Company	
	28/02/25	29/02/24	28/02/25	29/02/24
	USD'000	USD'000	USD'000	USD'000
GBP Currency impact	(442)	(485)	-	-
ZWL$ Currency impact	896	446	-	-
ZAR Currency impact	(8,053)	(8,148)	-	-
KES Currency impact	1,390	1,941	-	1
RWF Currency impact	(72)	(26)	-	-
ZMK Currency impact	111	(272)	-	-
	(6,170)	**(6,544)**	**-**	**1**

36.9 Interest rate risk management

The group is exposed to interest rate risk as entities in the group borrow funds at both fixed and floating interest rates. The risk is managed by the group by securing an appropriate mix between fixed and floating rate borrowings on initial signing of borrowing contracts. The group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management table (see note 36.12 below). Interest rates have been disclosed in the respective notes where applicable.

36.10 Interest rate sensitivity analysis

The sensitivity analysis has been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year. A 100 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant;

• Profit for the year ended 28 February 2025 for the group and the company respectively would increase by USD 1.2 million (2024: increase by USD 0.3 million) and decrease by USD 3.0 million (2024: decrease of USD 3.6 million). This is mainly attributable to the group's limited exposure to interest rates on its variable rate borrowings as most of the group's borrowings are at fixed rates; and
• There would be no increase or decrease in other equity reserves for the year ended 28 February 2025 (2024: no increase or decrease).

36.11 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group. The group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The group only transacts with financial institutions which are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the group uses other publicly available financial information. The group's exposure and the credit ratings of its counterparties are monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

36. Financial instruments (continued)

36.11 Credit risk management (continued)

Note 18 and 20 detail the group's and the company's maximum exposure to credit risk and the measurement bases used to determine expected credit losses.

Other than those disclosed in the notes to the financial statements, the group and company does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The group and company defines counterparties as having similar characteristics if they are related entities. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The carrying amount of financial assets recorded in the financial statements, which is net of expected credit loss, represents the group's maximum exposure to credit risk.

36.12 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the group's short, medium and long-term funding and liquidity management requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below details the remaining contractual maturity for financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities bases on the earliest date on which they can be required to pay. The table includes both interest and principal cash flows.

	Weighted Average Effective Interest Rate	Less than 1 year	2 to 5 years	More than 5 years	Total
		USD'000	USD'000	USD'000	USD'000
Group - 2025					
Financial liabilities	6.81%	643,278	791,698	56,130	1,491,106
Group - 2024					
Financial liabilities	7.07%	448,596	884,395	41,651	1,374,642
Company - 2025					
Financial liabilities	5.25%	92,427	528,136	-	620,563
Company - 2024					
Financial liabilities	5.09%	82,049	537,158	-	619,207

36.13 Fair values

The directors consider the financial assets and financial liabilities stated at amortised cost in the financial statements approximate their fair values. They are classified under level 3 of the fair value hierarchy.

36.14 Net settled: Embedded derivatives

The following table details the group's liquidity analysis for its derivative financial instruments based on contractual maturities. The table has been drawn up based on the undiscounted net cash inflows and outflows on derivative instruments that settle on a net basis, and the undiscounted gross inflows and outflows on those derivatives that require gross settlement. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the reporting date.

The derivatives represent the fair value of the call options embedded within the terms of the Notes. The call options give the group the right to redeem the Notes at a date prior to the maturity date (4 September 2026), at a premium over the initial notional amount.

36. Financial instruments (continued)

36.14 Net settled: Embedded derivatives (continued)

The options are fair valued using an option pricing model that is commonly used by market participants to value such options and makes the maximum use of market inputs, relying as little as possible on the group's specific inputs and making reference to the fair value of similar instruments in the market. Thus, it is considered a level 2 financial instrument in the fair value hierarchy of *IFRS 13 - Fair value measurement.*

The key assumptions used to estimate the fair value are:

1. the initial fair value of the Notes (being the issue price of 100% on the issue date);
2. the credit spread (implied from the issue price of the bond); and
3. the discount curve (Secured Overnight Financing Rate Data).

At 28 February 2025, the fair value of the embedded derivatives was nil (29 February 2024: nil).

37. Dividend

Year ended 28 February 2025:

• Liquid Telecommunications Rwanda Limited, a subsidiary of the group, declared and paid a dividend of USD 1.7 million. USD 0.5 million is attributable to the non-controlling interests of the subsidiary.

• Zanlink, a subsidiary of the group, declared and paid a dividend of USD 1.0 million. USD 0.3 million is attributable to the non-controlling interests of the subsidiary.

• Worldstream (Pty) Limited, a subsidiary of the group, declared a dividend of USD 0.3 million. USD 0.1 million is attributable to the non-controlling interests of the subsidiary.

Year ended 29 February 2024:

• Liquid Telecommunications Rwanda Limited, a subsidiary of the group, declared and paid a dividend of USD 1.2 million. USD 0.4 million is attributable to the non-controlling interests of the subsidiary.

• Worldstream (Pty) Limited, a subsidiary of the group, declared a dividend of USD 0.4 million during the period. USD 0.1 million is attributable to the non-controlling interests of the subsidiary.

38. Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

• Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
• Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
• Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	Level 2	Level 3	Total
	USD'000	USD'000	USD'000	USD'000
28 February 2025				
Investments at FVTOCI (note 15)	1,358	-	15,314	16,672
Total	**1,358**	**-**	**15,314**	**16,672**
29 February 2024				
Investments at FVTOCI (note 15)	48	-	15,314	15,362
Total	**48**	**-**	**15,314**	**15,362**

39. Earnings per share

	Group	
	28/02/25	29/02/24
Basic earnings per share (Cents per share)	14.77	4.51

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	Group	
	28/02/25	29/02/24
	USD'000	USD'000
Earnings attributable to owners of the company	18,443	5,631

	Group	
	28/02/25	29/02/24
Weighted average number of ordinary shares for the purpose of basic profit per share	124,857,914	124,857,914

See note 22 for number of shares.

40. Contingent liabilities

Uncertain Tax Positions

The Group has a number of tax audits underway across the various jurisdictions in which it operates. These audits are routine and often involve discussion and negotiation with the relevant authorities. When assessing the potential outcome of these audits, the Group uses judgement based on past experience, industry practice and advice from local tax advisers. Where the assessment finds that a tax liability is probable, a tax provision is made through current tax. Where the Group considers it has a robust position to defend against the assessment, no tax provision is made, however, these positions are kept under review as the audit process progresses and, in some cases, the outcome of the audit and discussions with the tax authorities may be different to that anticipated by the Group. Although the Group currently has potential Uncertain Tax Positions across a number of jurisdictions (principally the DRC and Zimbabwe), it does not believe that these Uncertain Tax Positions will materialise in full. The Group has a history of negotiating final settlements at an amount which is significantly lower than that initially indicated by the Tax Authority. In recent periods, these settlement rates have averaged in the region of 15% - 20%.

Based on the value of potential tax exposures where uncertainty exists, and also based on our historical settlements with tax authorities, there is a potential of additional tax exposures liabilities between USD 9.4 million and USD 14.9 million, the exact timing and value of which is unknown and cannot be measured with any reliability.

40. Contingent liabilities (continued)

Judicial Commission of Inquiry into State Capture

The Judicial Commission of Enquiry into State Capture ("the commission") had considered, amongst other matters, the role of Neotel and certain erstwhile employees in facilitating state capture in the period prior to the acquisition of the company (now LTSA) by the LTH group. Since the inception, the company has worked with the commission and other authorities in providing all the information that may be required for the commission to execute on its mandate. The commission's findings report ("Commission Report") was published on 1 February 2022, and it contains specific reference to Neotel and individuals that were in the employ of Neotel. At the time of acquiring the company, the LTH group was aware of certain of these matters, but not the full extent thereof.

The board is satisfied that since the acquisition by LTH group there is no evidence of any further dishonesty, corruption, collusion or breaches of any laws or regulations by the company or any of its employees. The Commission Report has not identified any new information that was not known by the company following from the detailed internal forensic investigations undertaken by the company and shared with the Commission. To date, the Commission Report has not prompted any further investigation or inquiry into the affairs of the company. The company will continue to support and cooperate with the appropriate authorities in this regard, including with the Special Investigating Unit (SIU). The company has reiterated that it has zero tolerance for corruption, and we expect our employees, customers, partners, and service providers to conduct themselves with integrity.

Claim by Vodacom

Vodacom launched a semi-urgent interdict against MTN, Cell-C and LTSA (including Rain and Telkom as interested parties) to interdict MTN, the parties from transmitting on certain frequencies, until such time as it can get a final order setting aside, amongst others, ICASA's approval of the pooling application and agreement between MTN and LTSA. The matter was structured in two parts:

Part A, which sought interim relief in the form of an urgent interdict, was dismissed by the High Court on 24 February 2025, which meant that LTSA and other respondents were not interdicted from continuing operations under the pooling arrangement.

Part B, which pertains to the substantive relief and includes the filing of answering affidavits, is still ongoing. LTSA filed its answering affidavit on 12 May 2025. A hearing date has not yet been set. Due to the ongoing nature and complexity of the matter, the Company is not yet in a position to reliably estimate the financial impact, if any, that may arise from the final outcome.

Other legal matters

Other than those already mentioned above, the group is involved in various other legal and regulatory matters, the possible outcome of which may not be favorable to the group and none of which are considered to be individually material. The group has applied its judgement and has recognised liabilities where economic outflows are considered possible and probable. The group has also considered contingent liabilities where economic outflows are possible but not probable.

Re-financing of the USD 220.0 million equivalent South African Rand term loan

In December 2024, the group successfully signed new facilities to refinance its South African Rand term loan on a multi-tenor basis. The new facilities, equivalent to USD 220 million in South African Rand, are being provided by Standard Bank of South Africa, Rand Merchant Bank, Nedbank of South Africa, and International Finance Corporation (IFC). The utilization of these facilities is now subject to the satisfaction of certain conditions precedent.

41. Non-cash transactions

41.1 Transactions excluded from statements of cash flows

During the current financial year, the group and company entered into the following non-cash investing and financing activities which are not reflected in the consolidated statement of cash flows:

During the year ended 28 February 2025:

• Purchase of property, plant and equipment of the group included a non cash portion of USD 3.4 million.

• Purchase of property, plant and equipment of the company included a non cash portion of USD 0.1 million.

• Purchase of intangible assets acquisitions of the company included a non cash portion of USD 4.4 million.

During the year ended 29 February 2024:

• Purchase of property, plant and equipment of the group included a non cash portion of USD 4.2 million.

• Purchase of property, plant and equipment of the company included a non cash portion of USD 0.1 million.

• Purchase of intangible assets acquisitions of the company included a non cash portion of USD 4.3 million.

41.2 Reconciliation of liabilities arising from financing activities

The table below details changes in the group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the group's consolidated statement of cash flows as cash from financing activities.

28 February 2025: Group	**01/03/2024**	**Non-cash**	**Cash**	**28/02/2025**
	USD'000	**USD'000**	**USD'000**	**USD'000**
Short term portion of long term borrowings (note 23b)	80,987	133,754	(37,567)	177,174
Long term borrowings (note 23a)	742,252	(124,669)	-	617,583
Lease liabilities (note 29)	137,245	99,370	(59,247)	177,368

29 February 2024: Group	**01/03/2023**	**Non-cash**	**Cash**	**29/02/2024**
	USD'000	**USD'000**	**USD'000**	**USD'000**
Short term portion of long term borrowings (note 23b)	34,687	18,386	27,914	80,987
Long term borrowings (note 23a)	763,373	(21,810)	689	742,252
Lease liabilities (note 29)	135,003	52,596	(50,354)	137,245

41. Non-cash transactions (continued)

41.2 Reconciliation of liabilities arising from financing activities (continued)

The non-cash portion consists of the following:

	28 February 2025	29 February 2024
Short term portion of long term borrowings and long term borrowings:	Finance arrangement fees, interest accrued and foreign exchange on translation of	Finance arrangement fees, interest accrued and foreign exchange on translation of
Long term lease liabilities and short term portion of long term lease liabilities:	Interest on leases under IFRS 16 and foreign exchange on translation of foreign leases.	Interest on leases under IFRS 16 and foreign exchange on translation of foreign leases.
Increase in long term intercompany loan:	Foreign exchange on translation of foreign long term intercompany loan.	Foreign exchange on translation of foreign long term intercompany loan.

28 February 2025: Company	**01/03/2024**	**Non-cash**	**Cash**	**28/02/2025**
	USD'000	**USD'000**	**USD'000**	**USD'000**
Short-term portion of long-term borrowings (note 23b)	42,665	290	(17,665)	25,290
Long term intercompany borrowing (note 24)	533,095	-	(4,959)	528,136

29 February 2024: Company	**01/03/2023**	**Non-cash**	**Cash**	**29/02/2024**
	USD'000	**USD'000**	**USD'000**	**USD'000**
Short-term portion of long-term borrowings (note 23b)	201	23	42,441	42,665
Long term intercompany borrowing (note 24)	533,095	-	-	533,095

42. Going concern

The directors have reviewed the consolidated cash flow projections of the group for the sixteen months from the date of signing of the consolidated annual financial statements, taking into account the available cash position, the cash flow projections (which include discretionary capital expenditure), the repayment of existing obligations, undrawn committed loan funding, the provision of financial support to subsidiaries where necessary and the status of equity investment and funding projects set out below. The directors consider that the operations provide sufficient financial sustainability to enable the business to continue in existence for the sixteen months from the date of signing of the consolidated annual financial statements subject to the material uncertainty as set out below.

In making their assessment, the directors have considered a number of geographic, economic and operational risks. These include the potential impact of the instability of financial markets, tariffs and the associated volatility of currency markets, particularly the South African Rand and Zimbabwean ZWG, the economic situation in Zimbabwe, customer credit risks and the potential for supply chain shortages on the operations and the achievability of the business plan and the available cashflow for the sixteen months from the date of signing of the consolidated annual financial statements. The directors have also considered the second equity round, an asset sale by the parent entity to inject further capital into the group, the draw down on the new USD 220.0 million equivalent South African Rand term loan and the other aspects of the re-refinancing plan of the bond (collectively referred to as the ''Refinancing Project''). Based on the base case consolidated cashflow projections of the group, together with their assessment of the above factors the directors have assessed that the group and company have sufficient liquidity and headroom on their covenants and have prepared the consolidated annual financial statements on the going concern basis. The directors however recognise there are key assumptions around trading and growth which are dependent on the success of certain strategic initiatives, as well as the completion of the Refinancing Project.

The going concern assumption is supported by the following key considerations:

Funding facilities

The group is currently funded by a combination of equity, USD 620.0 million Senior Secured Notes (maturity September 2026), a USD 60.0 million Revolving Credit Facility ("RCF") (maturity March 2026), of which USD 25.3 million was outstanding at 28 February 2025, a USD 220.0 million equivalent South African Rand term loan of which USD 132.8 million was outstanding at 28 February 2025 (maturity March 2026, but was refinanced in December 2024 subject to the satisfaction of conditions precedent relating to an equity injection, the majority of which has been received, as well as conditions subsequent relating to a further equity injection of USD 150 million in the bond perimeter), and a revolving credit facility (RCF) in Zambia, of which USD 1.7 million was outstanding at 28 February 2025. Refer to note 23 - *Short term portion of long term borrowings and long term borrowings* for more details.

42. Going concern (continued)

Cash position

As at 28 February 2025, the group had an unrestricted cash position of USD 85.4 million (29 February 2024: USD 56.7 million). Of this amount, USD 17.1 million (29 February 2024: USD 11.2 million) is held in Zimbabwe. Following the continuing devaluation of the currency in Zimbabwe, the group has translated the ZWG denominated cash in Zimbabwe at the statement of financial position date at a ZWG:USD exchange rate of 26.6:1 (29 February 2024: ZWL$:USD 14,912.8:1). See note 1.1 on *Zimbabwean currency* change in the year. Cash held in Zimbabwe is mainly used to locally fund operating expenses and capital expenditure.

Operational performance

For the year ended 28 February 2025, the group reported an operating profit of USD 140.3 million (29 February 2024: USD 142.2 million) and a net cash inflow from operating activities of USD 199.0 million (29 February 2024: USD 124.6 million). This demonstrates the group's ability to generate sufficient cash flow to support its underlying business operations and invest in new projects, even after taking into account the impact of the currency changes in jurisdictions in which the group operates.

Re-financing of USD 220.0 million equivalent South African Rand term loan

In December 2024, the group signed new facilities to refinance its South African Rand term loan on a multi-tenor basis. The new facilities, equivalent to USD 220.0 million in South African Rand, are being provided by Standard Bank of South Africa, Rand Merchant Bank, Nedbank of South Africa, and International Finance Corporation (IFC). The utilisation of these facilities is now subject to the satisfaction of certain conditions precedent (CPs) and conditions subsequent (CSs) as previously mentioned. Any delay in the satisfaction of these conditions will result in uncertainty around the timing of the group’s ability to draw down on the new USD 220.0 million equivalent South African Rand term loan.

Re-financing of the USD 620.0 million Senior Secured Notes

The group is currently preparing for the refinancing of the Senior Secured Notes (bond) within the going concern period under review, referred to above as the Refinancing Project. Whilst management is still undertaking the Refinancing Project, the outcome of which remains out of their control and as such the current liquidity constraints raise doubt about the group and company’s ability to repay the bond in full at maturity in September 2026.

Equity Capital Funding

The group is participating in a wider re-organisation designed to bring together the network, data centre, renewable energy, fintech and digital platforms businesses under a new group holding company, Cassava Technologies Limited. This re-organisation will enhance the group’s ability to offer a full suite of technology products to its customers.

As part of the re-organisation, new equity investment that will result in cash inflows of up to USD 225.0 million in the Cassava Technologies Limited group is being sought. Of this amount, the directors are targeting receipt of up to USD 135.0 million in the sixteen months from the date of signing of the consolidated annual financial statements. On 12 December 2024, the group re-organisation took place and the first tranche of this equity investment for USD 90.0 million was concluded. Proceeds from this investment will be deployed in the wider Liquid Telecommunications Jersey (LTJ) Limited group to fund business growth and provide operational liquidity. To date Liquid Telecommunications Holdings (LTH) group has received USD 45.0 million from the first tranche. In addition to the equity raise, the group’s direct parent company (LTJ) is engaged in a process for the sale of an asset that is owned outside the LTH Group. The proceeds from this sale are to be injected into the LTH group to allow further debt reduction in refinancing the bond. The group’s base case scenario assumes that it will receive sufficient equity injection as part of the Refinancing Project to meet its obligations and refinance the bond. Any delay in the timing of completion of the Refinancing Project will result in uncertainty as to the timing of the group’s ability to refinance the bond and fund further growth initiatives.

Material uncertainty related to going concern

The group has prepared business and cashflow forecasts in accordance with its usual process and governance procedures. These base case forecasts include both revenue growth and cost saving initiatives, leading to strong year-on-year Adjusted EBITDA growth (as defined in note 4 – *Revenue and segment information).* Also factored into the base case forecast is the completion of the Refinancing Project. In addition, the forecasts include a working capital and capital expenditure profile that is designed to support the business in its commercial objectives for the coming sixteen months. Based on current progress observed, the directors expect that the Refinancing Project will complete in the going concern period under review and as a result, these projections indicate a strong level of liquidity and meaningful covenant headroom.

42. Going concern (continued)

Material uncertainty related to going concern (continued)

However, despite the progress made on the Refinancing Project, it is not yet complete as at the date of signing of the consolidated annual financial statements. Whilst the directors expect this to happen in the going concern period nonetheless there remains a material uncertainty, over the quantum and timing of the completion of the Re-financing Project associated with the Senior Secured Notes of USD 620.0 million, which will become payable on maturity in September 2026 and for which the group will not have the ability to repay, given its current cash and liquidity constraints.

In addition, the directors have considered a downside scenario which factors in the possibility that the key milestones associated with the Refinancing Project are not completed in that timeframe. Under this downside scenario, headroom on the net leverage covenant would be tighter in Q2 2026 (August 2025) prior to completing the Refinancing Project and mitigating actions would need to be taken to address any shortfalls. These mitigating actions may include for example, the reduction of operating and capital expenditure and a continuing focus on working capital management, particularly in the collection cycle for receivables balances. These mitigating actions are not fully contemplated in the directors' forecasts nor are they fully in the control of the directors. Therefore in the event that this downside scenario was to occur, and trading was to also deteriorate after mitigating actions, the directors would then need to obtain consent for a waiver from certain lenders which is outside of their control as at the date of signing these financial statements.

The uncertainty around the quantum and timing of the Refinancing Project and the fact that the group would not be able to repay the bond on maturity in September 2026, along with a tighter headroom of the financial covenants and liquidity levels within the group over the going concern period, without the completion of the Refinancing Project, creates a material uncertainty which may cast significant doubt on the group's ability to continue as a going concern and therefore may be unable to realise its assets and discharge its liabilities in the normal course of business.

43. Immediate and ultimate holding companies

The directors regard Liquid Telecommunications (Jersey) Limited as the immediate holding company and Cassava Technologies Limited as the intermediate holding company, both incorporated in Jersey. The ultimate holding company is Econet Global Limited, incorporated in Mauritius.