

CERTIFICATE OF ACCURACY

It is hereby declared that the translation of the enclosed document, from French to English language has been translated by a qualified translator and is, to the best of our knowledge and ability, a true and accurate translation of the corresponding original document.

Signed,

For All Translation Services Pvt. Ltd.

Authorised Signatory



Pawan Bahuguna

CONGO RDC TOWERS S.A.

(TowerCo)

Audit report on the annual financial
statements Financial Year closing on 31st
December 2015

Date 13th July 2016

EY

**Building a better
working world**

To the shareholders of the company

CONGO RDC TOWERS S.A.

« **TowersCo** »

01, Croisement des avenues Tchad et Bas - Congo

Kinshasa/Gombe

Democratic Republic of Congo

Audit report on the annual financial statements Financial Year closing on 31st December 2015

In accordance with our appointment as Statutory Auditors by your General Meeting, we hereby present our report to you for the financial year ended on 31st December 2015 on:

- The audit of the annual financial statements of the company CONGO RDC TOWERS SA., as attached to this report;
- The specific verifications and information required by the law.

I - OPINION ON THE ANNUAL ACCOUNTS

We have carried out the audit of the financial statements attached, the company CONGO RDC TOWERS S.A. which include the balance sheet as on 31st December 2015, the profit and loss account, the statement of changes in the capital and jobs (TAFIRE) for the financial year closed on this date, and the annex statement.

Responsibility of the Board of Directors for the preparation of the financial statements

The annual financial statements were prepared and approved by the Board of Directors in accordance with the accounting rules and methods planned by Uniform Act of OHADA related to Accounting Law The Board of Directors is also responsible for the internal audit as he considers necessary to the preparation of financial statements do not include any material misstatement, whether they come from fraud or result from mistakes.

Responsibility of the Auditor

Our responsibility is to express an opinion on these financial statements on the basis of our audit. We have carried out our audit as per the International Audit terms. These standards require, from our part, to make us comply with ethical rules and to plan and carry out the audit to obtain a reasonable assurance that these financial statements do not contain any significant anomalies.

An audit implies implementation of procedures with a view to gather evidence concerning the amounts and the information given in the financial statements. The choices of procedures are at the discretion of the auditor, and especially his evaluation of risks that whether the financial statements contain any significant anomalies, resulting from fraud or error. In making those risk assessments; the auditor considers internal control relevant to the entity's preparation and the presentation of the financial statements in order to define the audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also consists of the appreciation of the appropriateness of the accounting methods retained and the reasonableness of the accounting estimations made by the management, as well as the appreciation of the overall presentation of the financial statements.

S.A.R.L. with the capital of USD 10,000
RCCM NUMBER CD/KNG/RCCM/14-B3506
Tax number: A0807924Y
National identification: 01-83-N496465

A member firm of Ernst & Young Global Limited

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We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the annual financial statements are a faithful presentation of the assets, the financial position and the results of all of the companies within the scope of consolidation at the end of this financial year in accordance with accounting rules and methods planned by Uniform Act of OHADA related to Accounting Law.

Emphasis-of-matter paragraph

Without qualifying our opinion expressed above, we draw your attention to uncertainty about the continuity of operations described in Note 2.2 of the financial statements which indicates that the Company entered into an agreement with Helios Towers Africa (Buyer) for the sale of its towers. These conditions with the other items listed in note 2.2 indicate an uncertainty material about the company's ability to pursue its activities.

II. VERIFICATIONS AND SPECIFIC INFORMATION

We have also made specific verifications required by the laws in force.

With the exception of the impact of the facts outlined above, we have no comment to make concerning the sincerity and the agreement with the annual accounts of the information provided within the report on the management of the Board of Directors and within the documents addressed to shareholders, concerning the financial situation and the annual financial statements.

ERNST & YOUNG RDC SARL

Statutory Auditors

Cyprien BONGULUMATA LOKELE
Registered Auditor no. ONEC/EC/000043/16

Date 13th July 2016

FINANCIAL STATEMENTS – NORMAL SYSTEM
Financial year ending on 31st December 2015

BALANCE SHEET - ASSET

Description of the company: **CONGO RDC TOWERS S.A.**

Address: **Kinshasa, Gombe**

Tax identification no.: **063/B/99**

Financial year closed on **31/12/2015**

Duration (in months): **12**

Ref :	ASSET		FINANCIAL YEAR N (12 months)			Financial year
			Gross	Amort/Prov	Net	N-1 (12 months)
						Net
	FIXED ASSETS (I)	01				
AA	Fixed charges	02	0	0	0	142 572 972
AX	Installation cost	03	0	0	0	0
AY	Deferred charges	04	0	0	0	142 572 972
AC	Bond redemption premium	05	0	0	0	0
AD	Intangible assets	06	0	0	0	0
AE	Research and development expenses	07	0	0	0	0
AF	Software, patents, licences, trade marks	08	0	0	0	0
AG	Goodwill	09	0	0	0	0
AH	Other intangible assets	10	0	0	0	0
AI	Tangible assets	11	160 126 051 717	36735444962	123 390 606 755	125 612 893 539
AJ	Land	12	2559921255	0	2559921255	2615182822
AK	Buildings	13	0	0	0	0
AL	Fixtures and fittings	14	119 755 257 364	20494778 513	99260428852	94396770186
AM	Equipment	15	37810923098	16240666449	21570256649	28600940531
AN	Transport equipment	16	0	0	0	0
AP	Advances and prepayments on asset	17	0	0	0	0
AQ	Financial assets	18	118645040	0	118645040	118645040
AR	Equity securities	19	0	0	0	0
AS	Other financial fixed assets	20	118645040	0	118645040	118645040
AW	(1) including H.A.O	21				
	Gross.....					
	Net.....	22				
AZ	TOTAL FIXED ASSETS (I)	23	160 244 696 757	36 735 444 962	123 509 251795	125874111551
	CURRENT ASSET	24	0	0	0	0
BA	Current asset H.A.O.	25	0	0	0	0
BB	Stocks	26	0	0	0	0
BC	Goods	27	0	0	0	0
BD	Raw materials, & other procurement supplies	28	0	0	0	0
BE	In progress	29	0	0	0	0
BF	Manufactured products	30	0	0	0	0
BG	Receivables and similar assets	31	44562794529	1221975 306	43340819224	21040106311
BH	Suppliers, transferred advances	32	0	0	0	0
BI	Customers	33	42132392011	1221975306	40910416706	19126064050
BJ	Other receivables	34	2430402518	0	2430402518	1914042261
BK	TOTAL CURRENT ASSET (II)	35	44562794529	1221975306	43340819224	21040106311
	CASH AND CASH EQUIVALENTS	36	0	0	0	0
BQ	Defensive stock	37	0	0	0	0
BR	Cash values	38	0	0	0	0
BS	Banks, postal checks, cash	39	3393870184	0	3393870184	49683680
BT	TOTAL CASH - ASSET (III)	40	3393870184	0	3393870184	49683680
BU	Conversion differences - Assets (IV) (probable loss of exchange)	41	894780172	0	894780172	19921622
BZ	GENERAL TOTAL (I+II+III+IV)	42	209096141642	37957420267	171138721374	146983823164

BALANCE SHEET - LIABILITIES

4

Description of the company: **CONGO RDC TOWERS S.A.**

Address: **Kinshasa, Gombe**

Tax identification no.: **063/B/99**

Financial year closed on

31/12/2015

Duration (in months): **12**

Ref :	LIABILITY (before distribution)	Lines	FISCAL PERIOD N	Fiscal year N-1
	EQUITY AND SIMILAR RESOURCES	01		
CA	Capital	02	90000000	90000000
CB	Shareholders uncalled capital	03	0	0
CC	Premiums and reserves	04	0	0
CD	Premium contribution, issuance, merger	05	0	0
CE	Revaluation deviations	06	0	0
CF	Unavailable reserves	07	18 000 000	0
CG	Free reserves	08	0	0
CH	Balance brought forward + or -	09	7060 140 533	1162890 154
CI	Net income of the financial year (profit + or loss -)	10	2921 702 857	8373 600 162
CK	Other equities	11		
CL	Investment grants	12	0	0
CM	Regulated and related provisions funds	13	0	0
CP	TOTAL EQUITIES (II)	14	10089 843 391	9626490316
	FINANCIAL DEBTS AND SIMILAR RESOURCES (I)	15		
DA	Loans	16	0	0
DB	Debt leasing and assimilated contracts	17	0	0
DC	Various financial debts	18	1 46 788 496 251	1 22 034998393
DD	Financial provisions for risks and charges	19	0	10612200
DE	(1) including H.A.O. :	20	0	0
DF	TOTAL FINANCIAL DEBT (II)	21	146 788 496 251	122 045 610 593
DG	TOTAL STABLE RESOURCES (I + II)	22	156 878 339 642	131 672 100 909
	CURRENT LIABILITIES	23	0	0
DH	Circulating debt and similar resources HAO	24	2 452 250 229	3951 315 518
DI	Customer advances received	25		
DJ	Suppliers operation	26	6307 933335	3313638523
DK	Tax liabilities	27	4142824785	3520213371
DL	Accrued payroll	28	456 034 945	413 769 278
DM	Other debts	29	0	272583213
DN	Risks provisioned	30	508 131 317	0
DP	TOTAL CURRENT LIABILITIES (III)	31	13 867 174 611	11 471 519 902
	CASH AND LIABILITY	32		
DQ	Banks, credit discount	33	0	0
DR	Banks, credit cash discount, treasury	34	0	0
DS	Banks, overdrafts	35	0	37826676
DT	TOTAL CASH-LIABILITY (IV)	36	0	37826676
DV	Conversion difference – Liability (V) (probable profit of exchange)	37	393 207 122	3802375677
DZ	GENERAL TOTAL (I+II+III+IV+V)	38	171 138 721 375	146 983 823 164

BALANCE SHEET - ASSET

Description of the company: **CONGO RDC TOWERS S.A.**

Address: **Kinshasa, Gombe**

Tax identification no.:

063/B/99

Financial year closed on

31/12/2015

Duration (in months): **12**

PROFIT AND LOSS ACCOUNT: CHARGES

Ref :.....	Sections	Lines	Financial year N 12 months	Financial year N-1 (12 months)
	OPERATING ACTIVITIES	01		
RA	Purchases of goods	02	0	0
RB	- Variation of stocks (+ or -)	03	0	0
	(Gross margin on goods see TB).	04		
RC	Purchases of raw materials and related supplies	05	42 23 565	0
RD	- Variation of stocks (+ or -)	06		0
	(Gross margin on materials see TG).	07		
RE	Other purchases	08	21686596158	21101200655
RH	- Variation of stocks (- or +)	09	0	0
RI	Transports	10	35509260	30933 483
RJ	External services	11	14657 783 847	16812489500
RK	Taxes	12	1881180148	2224391 231
RL	Other expenses	13	1616639086	441210302
	(Value added see TN)	14		
RP	Personnel expenses	15	515961 856	1818050566
	including foreign employee	16		
RQ	(Gross surplus of operation see TQ)	17		
RS	depreciation on investments and other allowances	18	17382931276	14817278264
RW	Total operation charges	19	57818925195	57245 554002
	(Operating profit see TX).	20		
	FINANCIAL ACTIVITY	21		
SA	Financial expenses	22	3318021720	4111012539
SC	Exchange losses	23	14623490	252167
SD	depreciation on investments and other allowances	24	0	0
SF	Total financial charges	25	3332645209	4 111264706
	(Financial income see UG)	26		
SH	Total expenses from ordinary activities	27	61151570405	61356818708
	(Profit and loss from ordinary activities see IU)	28		
	WITHOUT ORDINARY ACTIVITIES (H.A.O.)	29		
SK	Accounting values from sale of property	30		10269150970
SL	Charges H.A.O.	31		0
SM	Depreciation H.A.O.	32		1362170366
SO	Total of H.A.O charges	33		11631321335
	(Profit and loss H.A.O. see UP)	34		
SQ	Employee participation	35		0
SR	Taxes on the income	36	3942842773	390 952833
SS	Total participation and taxes	37	3942842773	390 952833
ST	GENERAL TOTAL OF THE EXPENSES	38	65094413 178	73379092876
	(Net income see UZ)	39		

Description of the company: **CONGO RDC TOWERS S.A.**Address: **Kinshasa, Gombe**Tax identification no.: **063/B/99**Financial year closed on **31/12/2015**

Duration (in months): 12

PROFIT AND LOSS ACCOUNT: PRODUCTS

Ref :.....	Sections	Lines	Financial year N	Financial year N-1
	OPERATING ACTIVITIES	01		
TA	Purchases of goods	02	0	0
TB	GROSS MARGIN ON GOODS	03		
TC	Sales of manufactured products	04	0	0
TD	Works, services sold	05	67937198160	62879421972
TE	Stored production (or stocking)	06		0
TF	Capitalised production	07	0	0
TG	GROSS MARGIN ON MATERIALS	08		
TH	Ancillary income	09	0	0
TI	TURN OVER (1) (TA + TC + TD + TH)	10		
TJ	(1) including export	11		
TK	Operation subsidies	12	0	0
TL	Other incomes	13	5278511	0
TN	VALUE ADDED	14		
			28022444608	22269196800
TQ	GROSS SURPLUS ON OPERATION	15		
			27506482751	20451146234
TS	Reversals of provisions	16	10612200	0
TT	Transfer of charges	17	0	0
TW	Total operation incomes	18	67953088871	62879421972
TX:	OPERATION INCOME			
	Profit (+) ; Loss (-)		10134163676	5633867970
	FINANCIAL ACTIVITY	20		
UA	Financial income	21	61740561	
UC	Exchange gain	22	1286603	97691020
UD	Reversals of provisions	23		
UE	Transfer of charges	24		
UF	Total of financial incomes	25	63027164	97691020
UG	FINANCIAL INCOME			
	(+ OR -)	26	0	0
UH	Total incomes from ordinary activities	27	68016116035	62977112992
UI	INCOME FROM ORDINARY ACTIVITIES			
	(+ or -)	28	6864545630	1620294284
UJ	Including corresponding tax	29		
	WITHOUT ORDINARY ACTIVITIES (H.A.O.)	30		
UK	Incomes from sale of capital assets	31		114684471058
UL	H.A.O. incomes	32		4916665997
HU	Recovery H.A.O	33		2390466991
UN	Transfer of charges	34		0
UO	Total of H.A.O incomes	35		18775580046
UP	H.A.O INCOME (+ OR -)	36		
			0	7144258710
UT	TOTAL GENERAL INCOMES	37	68016116035	81752693038
UZ	NET INCOME	38		
	Profit (+) ; Loss (-)		2921702857	8373600162

Description of the company: **CONGO RDC TOWERS S.A.**
 Address: **Kinshasa, Gombe**
 Tax identification no.: **063/B/99** Financial year closed on **31/12/2015** Duration (in months): 12

FINANCIAL TABLE OF RESOURCES AND EMPLOYEES (TAFIRE)

Note: All receivables and payables corrected e loss of unrealized foreign exchange gains (' conversion differentials asset and liability and brought back to their "history" amounts (input values).) Procedure to be applied to entries BH, BI, BJ, DI, DJ, DK, DL, DM, DN, FD, FI, FQ, FR in the table below, as well as to the first two rows of the table to control at the end of the table.

1st PART: DETERMINATION OF FINANCIAL BALANCE OF FINANCIAL YEAR N

GLOBAL SELFFINANCING CAPACITY (C.A.F.G.)

CAFG = EBE - Disbursing the remaining charges (excluding the disinvestments and fixed assets)
 + Cashable remaining products

					E.B.E.		27506482751
(SA)	Financial expenses	01	3318021720	(TT)	Transfer of operation charges		0
(SC)	Exchange losses	02	14623490	(UA)	Financial income		61740561
				(UE)	Transfer of financial charges		0
(SL)	Charges	03	0	(UC)	Exchange gain		1286603
(SQ)	Participation	04	0	(UL)	H.A.O. incomes	06	0
(SR)	Taxes on the income	05	3942842773	(UN)	Transfer of charges H.A.O	07	0
	Total (I) =	08	7275487982		Total (II)		27569509915

CAFG : Total (II) - Total (I) = 09 20294021933 (N-1) 20963285712

SELFFINANCING (A.F.)

AF=CAFG – Distributions of dividends in the financial year ⁽¹⁾			
AF - 10	20294021933	0	= 20294021933 (N-1) 20963285712

VARIATION OF FINANCING REQUIREMENT OPERATIONS (B.F.E.)

Var. BFE = Var. Stocks² + Var. Receivables² – Var. Current debts²

Variation of the stocks N-(N-1)	Jobs increase (+)	Resources Decrease (-)
(BC) Goods	11	0 or
(BD) Raw materials	12	0 or
(BE) In progress	13	0 or
(BF) Manufactured goods	14	0 or
(A) Total Change in net stocks	15	0 or

- (1) Dividends paid during the financial year including interim dividends.
- (2) Excluding the elements of H.A.O. dividends

Description of the company: **CONGO RDC TOWERS S.A.**

Address: **Kinshasa, Gombe**

Tax identification no.: **063/B/99**

Financial year closed on

31/12/2015

Duration (in months): **12**

FINANCIAL TABLE OF RESOURCES AND EMPLOYEES (TAFIRE)

(continued)

Variation of the stocks N-(N-1)		Jobs increase (+)		Resources Decrease (-)
(BH) Suppliers, transferred advances	16	0	or	0
(BI) Clients	17	21784352656	or	0
(BJ) Other receivables	18	516360237	or	0
(BU)		874858549		0
(B) Total Change in net receivables	19	23175571462	or	0

Variation of the debts N-(N-1)		Jobs Decrease (-)		Resources increase (+)
(DI) Customer advances received	20	0	or	0
(DJ) Suppliers operation	21	0	or	2994294812
(DK) Tax liabilities	22	2458349783	or	622611414
(DL) Accrued payrolls	23	0	or	42265667
(DM) Other debts	24	272583213	or	0
(DN) Contingency provisions	25	0	or	508131317
(DV) Difference of conversion		3409168555		0
(C) Change in total net current debts	26	1972798341	or	0

VARIATION IN B.F.E. = (A) + (B) + (C)	27	25148369803	or	0
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EXCESS OPERATING CASH (E.T.E.)

E.T.E. = E.B.E. - Variation B.F.E. - Capitalised production

		N	N-1
Gross surplus on operation	28	27506482751	20451146234
- Variation of B.F.E. (- if jobs ; + if resources)	29	23148369803	6650501015
- Capitalised production	30	0	
EXCESS OPERATING CASH	31	2358112949	27101647249

Description of the company: **CONGO RDC TOWERS S.A.**

Address: **Kinshasa, Gombe**

Tax identification no.: **063/B/99**

Financial year closed on

31/12/2015

Duration (in months): **12**

FINANCIAL TABLE OF RESOURCES AND EMPLOYEES (TAFIRE) (contd.)

2nd PART : TABLE

Ref	Sections	Line s	Financial year N		Fiscal year N-1
			Jobs	Resources	(E - R +)
	1. INVESTMENTS AND DISINVESTMENTS	01			
FA	Fixed charges (increase in financial year)	02	0		0
	Internal growth	03	0	0	
FB	Acquisitions / Disposals of intangible assets	04			0
	Acquisitions / Disposals of tangible assets	05	15018071520		29178471201
	External growth	06			
FD	Acquisitions / Disposals of financial assets	07		0	
FF	TOTAL INVESTMENT	08	15018071520		29178471201
FG	VARIATION OF FINANCING REQUIREMENT OPERATIONS (ref. Var. B.F.E.)	09	25 148 369 803		6650501015
FH	A - ECONOMIC ACTIVITIES TO BE FINANCED (FF+FG)	10	40166441323		35828972216
FI	III. JOBS / RESOURCES (B.F. H.A.O.)	11	1499065289		-2801806937
FJ	IV. FINANCIAL JOBS CONSTRAINTS (1) Refunds (as per the schedule) of the borrowings and financial debts	12			
	(1) Excluding the anticipated prepayment included in VII	13			
FK	B - TOTAL JOBS TO BE FINANCED	14	41665506612	0	33027165279
	V. INTERNAL FINANCING	15			
FL	Dividends (jobs) / C.A.F.G. (Resources)	16		20294021933	20963285712
	VI. FINANCING BY THE EQUITIES	17			
FM	Increase of capital by new contributions	18			
FN	Investment grants	19			
FP	Levies on the capital (Including withdrawals of the operation)	20			
	VII. FINANCING OF NEW BORROWINGS	21			
FQ	BORROWING ⁽²⁾	22			
FR	Other financial liabilities ⁽²⁾	23		24753497858	10045816906
FS	C - NET FINANCIAL RESOURCES	24		45047519791	31009102618
FT	1) - EXCESS OR INSUFFICIENT OF FINANCIAL RESOURCES (C-B)	25		3382013179	-2018062661
	VIII. VARIATION IN CASH	265			
	Net cash	27			
FU	at the closing of financial year + or - 3393870184	28			
FV	at the opening of the financial year + or - 11857005	29			
FW	Change in Cash: (+ if jobs; - if Resources) 3382013179	30	3382013179	0	2018062661
	Checked by: D = VIII with opposite sign	31			

(1) Excluding the anticipated prepayment included in VII

(2) anticipated prepayments mentioned separately in jobs

	CONTROL (from mass of balance sheets of N and N - 1)	32	Jobs		Resources
	Change in working capital (F.d.R.) FdR (-1)- FdR (2012)	33		or	27571098488
	Variation of total BF (B.F.G.) BFG(N) – BFG (N-1)	34	24189085308	or	0
	Variation in cash (T) : T(N)-T(N-1)	35	3382013179	or	0
	TOTAL	36	27571098488	=	27571098488

ATTACHED STATEMENTS – NORMAL SYSTEM
Financial year ending on 31st December 2015

CONGO RDC TOWERS S.A.

STATEMENT ANNEX AS ON 31 DECEMBER 2015

1. OVERVIEW

This publication contains the financial statements of Congo DRC Towers S.A. in respect of the second financial period ended on 31st December 2015. Congo DRC Towers S.A. is a private limited company with the Congolese law having capital of 90,000 Congolese Francs, registered in the New Register of Companies and Industrial Credit under the number KCD/KIN/RCCM/14-B-4040 and the National Identification under number 01-73-N 61455 M whose primary activity the operation, maintenance and management, in the DRC in addition of telecommunications towers.

2. BASE OF PREPARATION OF FINANCIAL STATEMENTS

2.1 Basic preparation

The financial statements are prepared as per the conventional method based on the historical costs, as modified by the re-evaluation of the fixed assets described in Note 2.6. They are presented in accordance with accounting principles generally accepted by the OHADA accounting law, in this case the rule of prudence, correspondence between the opening balance sheet and the closing balance sheet, separation of the financial years, transparency, the related importance, continuity of operation.

The main accounting principles and methods below selected for the preparation of these financial statements described 2015 require with regards to their reality in the period.

2.2 Continuity of operation

As on 31st December 2015, the Company has total stable resources and a total fixed assets 156 billion and CDF and CDF 125 billion respectively and made a profit of CDF 2.9 billion for the year ended 31 December 2015. The stable resources primarily represent the essential commitments to the Group CDF 146 billion. The company achieved an income before depreciation and taxes of CDF 27.5 billion for the financial year ended on that date.

In addition, on 8 July 2014, Congo DRC Towers S.A. had entered an agreement with HT DRC INFRACO SARL (buyer) for the sale of all these towers and other equipment. The execution of the transaction is subject to the suspensive conditions was suspended. It was in May 2016 that the parties resumed the negotiations to conclude the transaction.

The company does not intend to comment on the action to be taken at the outcome of the sale of assets and the receipt of transfer prices.

Whereas all of the assets transferred is the core business of Congo RDC Towers S.A. on the one hand and on the other hand the company will not be wound up after the operation, the Holdings of Congo RDC Towers SA, the Group Bharti Airtel International Netherlands, has issued a letter of comfort in favour of the company for continued support to the company in the foreseeable future.

These conditions indicate the existence of concern and to disclose any material uncertainties that may cast doubt upon its ability to continue as a going concern in the foreseeable future.

2.3 Transactions in foreign currencies

The transactions in foreign currencies are converted to Congolais Franc (CDF) at the rates of exchange prevailing at the date of transaction. The profits and losses originating from the payment of these transactions are accounting in the income statement.

In compliance with the prudence concept, the profit from exchange rates are not taken into account on the income statement. Regarding the losses for exchange rates, these are directly posted in the income statement after taking into account the net position after conversion.

The closing rate on 31st December 2015 is CDF 926 /1US\$. This rate has experienced a slight increase compared to December 31, 2014, which stood 925.38 / 1 USD

2.4 Recognition of income

The revenues are recorded insofar as it is possible that these correspond to a transfer of value in favour of the company and these can be determined on a reliable basis.

The rental of sites by DRC TOWERS is the main source of income. In fact, there are sites rented to AIRTEL GSM as well as to other operators.

2.5 Intangible assets

The costs relative to the licenses acquired are capitalized and amortized on a linear base depending on its validity duration. The values of intangible assets as well as the cumulated amount of depreciations are re-evaluated by application of the Ordinance-Law no. 89-017 dated 18th February 1989 on the basis of a stipulations of a ministerial order updated at the end of each financial year.

2.6 Tangible assets

As or the intangible assets, the values of tangible assets as well as the cumulated amount of depreciations are re-evaluated by application of the Ordinance-Law no. 89-017 dated 18th February 1989 on the basis of a stipulations of a ministerial order updated at the end of each financial year.

The depreciation on the tangible assets are calculated by application of the linear method as per the rates below:

<u>Description</u>	<u>Number of years</u>
Land, unamortized	
Buildings and fittings	5
Facilities / Networks	10
Office equipment	10
Computer and home equipment	20
Vehicles	20

2.7 The clients receivables and related accounts

The executable values on the closing date are reviewed and depreciated at the end of the year based on their anticipation or if the management believes that there are doubts about the chances of recovery.

In fact, Towerco constitutes impairment for all active clients including the age of the net debt exceeds 90 days. The provisions are also made for all cases where the management believes that the receivables are uncollectible.

3. ADDITIONAL INFORMATION OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNTS

The tables presented in the following pages are an integral part of the attached statement:

TABLE 1: FIXED ASSETS

TABLE 2: DEPRECIATIONS

TABLE 3: CAPITAL GAINS AND TRANSFERS OF LESS CAPITAL GAINS

TABLE 4: PROVISIONS MENTIONED IN THE BALANCE SHEET

TABLE 5: PROPERTY TAKEN IN LEASING AND RELATED CONTRACTS

TABLE 6: MATURITY OF LOANS AT END OF FINANCIAL YEAR

TABLE 7: MATURITY OF DEBTS AT END OF FINANCIAL YEAR

TABLE 8: INTERMEDIATE CONSUMPTION OF THE FINANCIAL YEAR

TABLE 9: DISTRIBUTION OF INCOME AND OTHER CHARACTERISTICS ELEMENTS
OF FIVE FINANCIAL YEARS

TABLE 10: PROPOSED ALLOCATION OF PROFIT OF THE FINANCIAL YEAR

TABLE 11: OUTSIDE STAFFING, PAYROLL AND PERSONNEL

Description of the company: **CONGO RDC TOWERS S.A.**

Address: **Kinshasa, Gombe**

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Duration (in months): **12**

FIXED ASSETS

SITUATIONS AND TRANSACTIONS	Lines	A	INCREASES B			DECREASES C		D = A + B + AC
		Gross amount at the financial year opening	Create Assets Acquisitions, adjustments	Transfer item to item	Following a reassessment performed during the financial year	Transfers out of service	Transfer item to item and adjustment	Gross amount at the closing of financial year
-0-								
SECTIONS								
FIXED CHARGES Total lines 2 and 3	01	142 572 972				142 572 972	0	0
Establishment expenses and deferred charges to be distributed	02	142 572 972				142 572 972		
Bond redemption premium	03							
INTANGIBLE ASSETS line 5 to 8	04							
Cost of research and development, Software, patents, licences, trade marks	05							
Goodwill	06							
Other intangible assets	07							
INTANGIBLE ASSETS line 10 to 15	08							
Land	09	145 107 980 197	15018071520	55261567			55 261 567	160126 051 717
Buildings	10	2615182822		55261 567			55 261 567	2559921 255
Fixtures and fittings	11		14 044 009 747					0
Equipment	12	105 655 936 050	974 061 773					119 755 20 364
Transport equipment	13	36 836 861 325						37810923098
ADVANCE PAYMENTS TRANSFERRED ON ASSETS lines 17 and 18	14							
FINANCIAL ASSETS	15							
Equity securities	16	118 645 040						118645040
Other financial fixed assets	17							
	18	118 645 040						
GENERAL TOTAL: Lines 1, 4, 9 and 16	19	145 369 198 209	15 018 071 520	55261 567		142 572 972	55261567	160244696757

Note: Enter at the bottom of the table, if the amounts are significant, (referred computers) of intangible and tangible assets during the closing.

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12

NON DEDUCTIBLE COSTS

SITUATIONS AND TRANSACTIONS		A	B	C	D = A + B - C
		ACCUMULATED DEPRECIATIONS AT THE FINANCIAL YEAR OPENING	INCREASE OF ALLOWANCE IN FINANCIAL YEAR	DECREASES: Depreciation related to elements out of assets	ACCUMULATED DEPRECIATIONS AT THE FINANCIAL YEAR CLOSING
FIXED CHARGES	01				
Establishment expenses and deferred charges to be distributed	02		142 572 972		
Bond redemption premium	03				
TOTAL LINES 2 and 3	04		142 572 972		
INTANGIBLE ASSETS	05				
Cost of research and development, Software, patents, licences, trade marks	06				
Goodwill	07				
Other intangible assets	08				
	09				
TOTAL (I) Lines 6 to 9	10				
TANGIBLE FIXED ASSETS					
Land	11	0	0		0
Buildings	12	0	0		0
Fixtures and fittings	13	0	0		0
Equipment	14	8 587 039 030	11 907 739 483		20 494 78 513
Transport equipment	15	10 908 047 628	5 332 618 821		16 240 666 449
	16	0	0		0
TOTAL (II): Lines 12 to 16	17	19 495 086 658	17 240 358 304		36 735 444 962
TOTAL (I) + (III)	18	19 495 086 658	17 240 358 304		36 735 444 962
Total Charge for the financial year			17 382 931 276		
			19		

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CAPITAL GAINS AND TRANSFERS OF LESS CAPITAL GAINS (1)

SITUATIONS AND TRANSACTIONS		GROSS AMOUNT	PRACTICED DEPRECIATION	NET ACCOUNTING VALUE	PRICE OF DISPOSAL	PROFIT OR LOSS
SECTIONS		A	B	C = A - B	D	E = D - C
Research and development expenses	01	0	0	0	0	0
Software, patents, licences, trade marks	02	0	0	0	0	0
Goodwill	03	0	0	0	0	0
Other intangible assets	04	0	0	0	0	0
Intangible assets: Total lines 1 to 4	05	0	0	0	0	0
Land	06	0	0	0	0	0
Buildings	07	0	0	0	0	0
Fixtures and fittings	08	0	0	0	0	0
Equipment	09	0	0	0	0	0
Transport equipment	10	0	0	0	0	0
Tangible assets: Total lines 6 to 10	11	0	0	0	0	0
Equity securities	12	0	0	0	0	0
Other financial fixed assets	13	0	0	0	0	0
Financial assets Total lines 12 and 13	14	0	0	0	0	0
Total lines 5, 11 and 14	15	0	0	0	0	0

(1) As per the item of balance sheet.

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PROVISIONS MENTIONED IN THE BALANCE SHEET

SITUATIONS AND TRANSACTIONS TYPE		A	B			C			D = A + B - C
		Provision at the beginning of the year	INCREASES: ALLOCATION			DECREASES: WRITE BACK			Provisions at the closing of financial year
			Operation	Financial	Excluding Ordinary Activities	Operation	Financial	Excluding Ordinary Activities	
1. Regulated provisions	01								
2. Financial provisions for risks and charges	02	10612200				13612200			
3. Provisions for immobilisation depreciations	03								
TOTAL (I) Lines 1 to 3	04	10612200				10612200			
4. Depreciations of stocks	05								
5. Depreciations and provisioned risks (securities)	06	441 136 525	786 117 291			5278511			1 221975 306
6. Depreciations and provisioned risks (treasury)	07	0	508 131 317	0	0	0	0	0	508 131 31
TOTAL (II): Lines 5 to 7	08	441136 525	1294248608	0	0	5278511	0	0	1730106623
TOTAL (I) + (II)	09	451 748 725	1294 248 608	0	0	15890711	0	0	1730106623

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CONGO RDC TOWERS S.A
Kinshasa, Gombe
063/B/99

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PROPERTY TAKEN IN LEASING AND RELATED CONTRACTS

SITUATIONS AND TRANSACTIONS		Lines	TYPE OF CONTRACT (I ; M ; A) (1)	A	INCREASES: B			DECREASES: C		D = A + B + C
				Gross amount at the opening of the financial year	Acquisitions Creation, contribution	Item to item transfer	Following a reassessment practiced during the financial year	Disposals Splits Off Out of service	Item to item transfer	Gross amount at the closing of financial year
Intangible assets	Software, patents, licences, trade marks	01								
	Goodwill	02								
	Other intangible assets	03								
	Total lines 1 to 3	04								
Permanent assets Intangible	Land	05								
	Buildings	06								
	Fixtures and fittings	07								
	Equipment	08								
	Transport equipment	09								
	Total lines 5 to 9	10								
	TOTAL 4 and 10	11								

I: Property leasing; M: Equipment leasing A: Other contracts (split the item if amounts are significant).

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MATURITY OF LOANS AT END OF FINANCIAL YEAR

CLAIMS	Lines	GROSS AMOUNT	ANALYSIS BY MATURITY				OTHER ANALYSIS		
			FOR ONE YEAR OR MORE		FOR MORE THAN ONE YEAR STATEMENT FOR TWO YEAR OR MORE	MORE THAN TWO YEARS	AMOUNTS TO AFFILIATED COMPANIES	Amount to affiliated companies	AMOUNTS REPRESENTED BY EFFECTS
				WITH DUE					
DEBTS OF FIXED ASSETS CURRENT ASSETS OUTSTANDING BALANCE	Loans (1)								
	Receivables from participations	02	118645040	118645040					
	Other financial fixed assets	03							
	Total lines 1 to 3	04	118 645 040	118 645 040					
	Suppliers	05							
	Trade accounts receivable	06	42 132392 011	32994402360		9 137 989 651		35119517327	
	Personnel	07							
	Social security and other welfare agencies	08							
	Status	09							
	International organisations	10							
	Associations and group	11							
	Miscellaneous debtors	12	2430402 518	953359778		1477 0427 40			
	H.A.O. claims	13							
	Expenses paid in advance	14							
	Total lines 5 to 14	15	44562794 529	33947762138	0	10615032391	0	0	35119517327
	Total lines 4 and 15	16	44562794 529	34066407178	0	10615032391	0	0	35119517327

(1) - Loans granted during the financial year Amount; Reimbursement obtained during the financial year amount

Description of the company:
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Kinshasa, Gombe
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MATURITY OF LOANS AT END OF FINANCIAL YEAR

DEBTS		GROSS AMOUNT	ANALYSIS BY MATURITY			OTHER ANALYSIS			
			FOR ONE YEAR OR MORE		FOR MORE THAN ONE YEAR STATEMENT FOR TWO YEAR OR MORE	MORE THAN TWO YEARS	AMOUNT IN FOREIGN CURRENCY	AMOUNT TO AFFILIATED COMPANIES	REPRESENTED AMOUNTS
				DUE WITH					
FINANCIAL DEBTS AND SIMILAR RESOURCES	Convertible debenture loans (1)	01							
	Other bonds (1)	02							
	Loans and other borrowings from credit institutions (1)	03							
	Other financial liabilities (1) (2)	04		146 788 496 251	35 533 099 402	111 266 009 049			
	Total lines 1 to 4	05		146 788 496 251	35 533 099 402	111 266 009 049			
	Liabilities of property leasing	06							
	Liabilities of financial leasing	07							
	Debts on similar contracts	08							
	Total lines 6 to 8	09							
DEBT OF CURRENT LIABILITIES	Suppliers, accounts receivable	10	6307933335	6200420639		107 512 697			
	Client	11	0	0					
	Personnel	12	436 034 945	456 034 945					
	Social security and other welfare agencies	13	0	0					
	Status	14	4142824785	4142824785					
	International organisations	15	0	0					
	Associated and groups	16							
	Various creditors	17	1942512484	1942512484					
	H.A.O. claims	18	0	0					
	Unearned income	19	0	0					
	TOTAL 10 to 19	20	12849305549	12741792853		107 512 697			
TOTAL lines 5, 9 and 20	21	159 637 801 800	48274 892 255		111 373 521 746				

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INTERMEDIATE CONSUMPTION OF THE FINANCIAL YEAR

(Specific accounts of)

TYPE		Account no.	AMOUNT (in thousands of CFA francs)
WATER	01	6051	0
ELECTRICITE	02	6052	1350436
OTHER ENERGIES	03	6053	20 336 160
NOT STORABLE MAINTENANCE SUPPLIES	04	6054	0
NOT STORABLE OFFICE SUPPLIES	05	6055	0
SMALL EQUIPMENT AND TOOLING	06	6056	0
TRANSPORTATION FOR THIRD PARTIES ACCOUNT	07	613	0
TRANSPORT FOR EMPLOYEE	08	614	0
MAINTENANCE AND REPAIR OF REAL PROPERTY	09	6241	18704
MAINTENANCE, REPAIR OF PERSONAL PROPERTY	10	6242	375328
ADVERTISING, PUBLICATIONS, PUBLIC RELATIONS	11	627	0
TELECOMMUNICATIONS CHARGES	12	628	12862
COMPENSATION OF INTERMEDIARIES AND ADVISORS	13	632	1506379
Total lines 1 to 13	14		23599869

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DISTRIBUTION OF INCOME AND OTHER CHARACTERISTICS ELEMENTS OF FIVE FINANCIAL YEARS

CONCERNED FINANCIAL YEARS (1)	N	N-1	N-2	N-3	N-4
TYPE OF INDICATIONS					
STRUCTURE OF THE CAPITAL AT END OF FINANCIAL YEAR (2)	01				
Capital stock	02	90000000	90000000	90000000	
Common shares	03	100	100	100	
Shares to preferred dividends (A.D.P.) non-voting	04	0	0	0	
New shares to be issued	05				
By conversion of bonds	06	0	0	0	
By exercise of subscription rights	07	0	0	0	
OPERATIONS AND INCOMES FOR THE FINANCIAL YEAR (3)	08				
Sales turnover without taxes	09	67 937 198 160	62 879 421 972	28275924070	
Profit from ordinary activities excluding charges and reversals (Operating and Financial)	10	24 236 864 706	16437572548	0	
Employee participation in profits	11		0		
Taxes on the income	12	3942842 773	2 769 79 048	388911 581	
Net income (4)	13	2921 702 857	8 373 600162	-4546086475	
INCOME PER SHARE	14				
Distributed income (5)	15		0	0	
Dividend allocated to each share	16		0	0	
PERSONNEL AND SALARY POLICY	17				
Average number of employees during the year (6)	18	1	23	29	
Average number of foreign employees during the year	19	14	11	0	
Payroll distributed during the financial year (7)	20	21 342 314	1 611 790 440	1059604772	
Benefits paid during the financial year (8) {Social Security, welfare}	21	1 778 393	161742254	73347569	
Foreign employee charged to the company (9)	22	492 841 149	44517872	0	

- (1) Including the exercise the financial statements of which are subject to approval by the general meeting.
- (2) Indication in case of partial release of capital in the amount of uncalled capital/
- (3) The elements of this section are those listed in the income statement.
- (4) The income, when negative, should be enclosed in parentheses.
- (5) The financial year N is the proposed dividend for the last financial year.
- (6) Own employee
- (7) Total of the accounts 661, 662, 663
- (8) Total of the accounts 664, 668
- (9) Account 667:

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31/12/2015

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12

PROPOSED ALLOCATION OF PROFIT OF THE FINANCIAL YEAR

ALLOCATIONS		AMOUNTS (1)	SOURCES	AMOUNTS (1)
Legal reserve	01		Refer to previous earning (losses)	7060140533
Statutory, contractual reserves	02		Brought forward from preceding fiscal year (profit)	
Other reserves (free)	03		Net profit of the financial year	2 921 702 85
Dividends (2)	04		From reserves (3)	
Other allocations	05			
Balance brought forward	06	9981 843 391		
TOTAL (A)	07	9981 843 391	Checked by: Total A = Total B	TOTAL B 9981843391

(1) Negative amounts in brackets are to be preceded by a sign (-).

(2) If there are several categories of rights holders to dividends, note the amount for each of them.

(3) Indicate the reserve items from which samples are taken.

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OUTSIDE STAFFING, PAYROLL AND PERSONNEL

EFFECTIVE AND MASS - SALARY QUALIFICATIONS	NATIONAL		OTHER OHADA		OUTSIDE OHADA		TOTAL	NATIONAL		OTHER STATES OHADA		OUT OF Organisation for the Harmonisation of Business Law in Africa		TOTAL
	M	F	M	F	M	F		M	F	M	F	M	F	
	1	2	3	4	5	6		8	9	10	11	12	13	
A. Own staff														
1. Senior officers	01				1		1							
2. Senior technicians and middle managers	02						0							
3. Technicians, supervisors and skilled workers	03						0							
4. Employees, labourers, workers and apprentices	04	0					0							
Total lines 1 to 4	05	0	0	0	0	1	0							
Permanent	06						0							-
Temporary	07						0							-

B. Foreign employee									BILLING TO THE COMPANY	
1. SENIOR OFFICERS	08	0					0			
2. Senior technicians and middle managers	09	11					11		492841149	
3. Technicians, supervisors and skilled workers	10	0					0			
4. Employees, labourers, workers and apprentices	11	0					00		492841149	
Total lines 8 to 11	12	11	0	0	0	0	11			
Permanent	13	11					11			
Temporary	14	0					0			
Total lines 5 to 12	15	11	0	0	1	0	12		492841149	

M	Masculine
F	Feminine

Description of the company:
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OUTSIDE STAFFING, PAYROLL AND PERSONNEL

EFFECTIVE AND MASS - SALARY		NATIONAL		OTHER OHADA	
		M	F	M	F
QUALIFICATIONS		1	2	1	2
A. Own staff					
1. Senior officers	01	1	0	21 342 314	0
2. Senior technicians and middle managers	02		0		0
3. Technicians, supervisors and skilled workers	03		0		0
4. Employees, labourers, workers and apprentices	04		0	0	0
Total lines 1 to 4	05	1	0	21342314	0
Permanent	06				
Temporary	07				
B. Foreign employee					
1. SENIOR OFFICERS	08				
2. Senior technicians and middle managers	09				
3. Technicians, supervisors and skilled workers	10	11		492841149	
4. Employees, labourers, workers and apprentices	11				
Total lines 8 to 11	12	11	0	492841149	0
Permanent	13	11			
Temporary	14				
Total lines 5 to 12	15	12	0	514183463	

M: Masculine

F: Feminine

AIRTEL CONGO, S.A.

(AIRTEL CONGO)

Auditor's report to the Board of directors established in accordance with the provisions of the article 715 of the Uniform Act of OHADA related to the right of commercial companies and economic interest groups for the financial year closed on 31st December 2015

Date 13th July 2016

EY

**Building a better
working world**