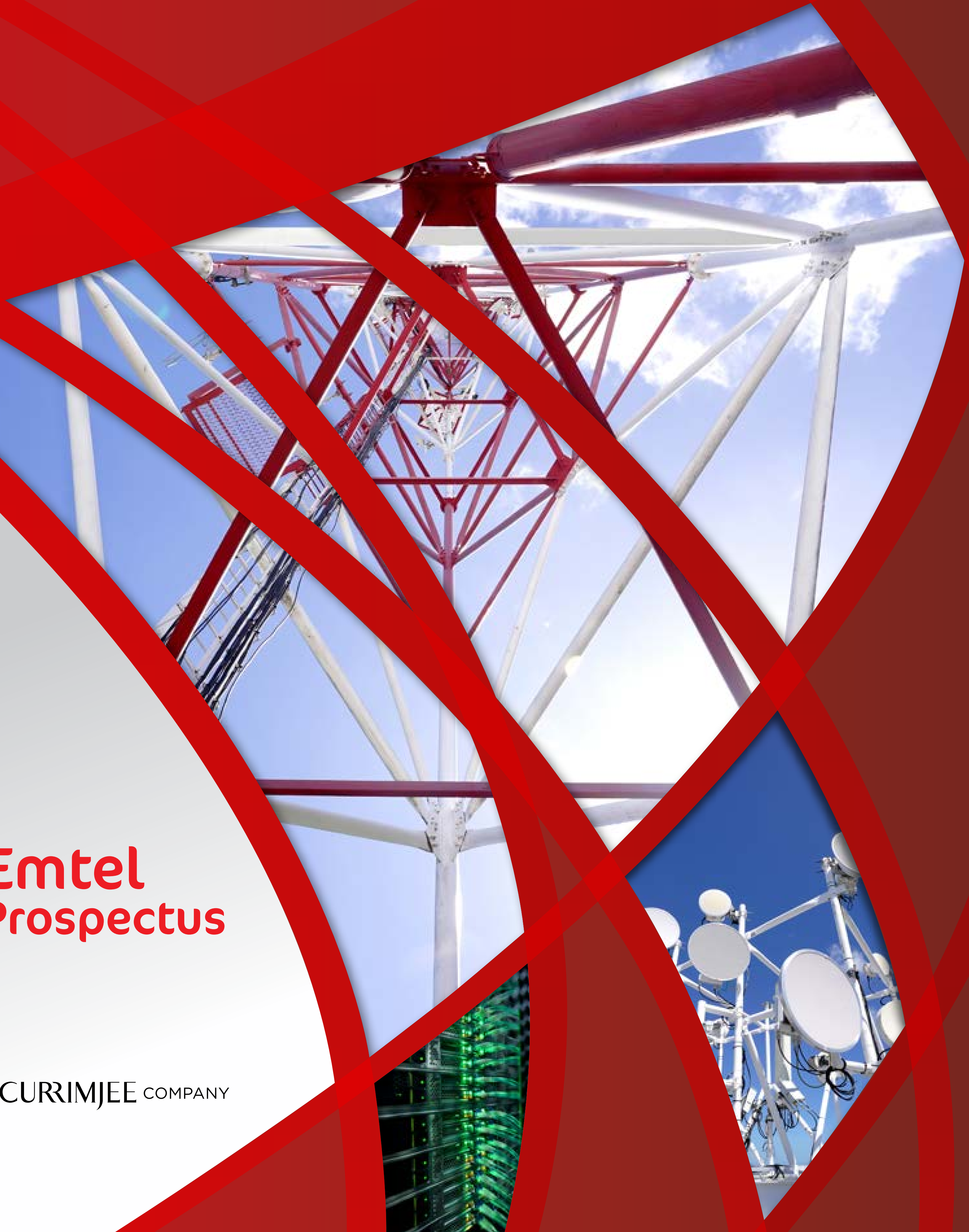
EMTEL
Feel Free



Emtel Prospectus

A CURRIMJEE COMPANY


EMTEL
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EMTEL LIMITED

Prospectus (deemed to be Listing Particulars) in relation to:

- An offer for sale for a total of 113,850,000 ordinary shares with no par value at an offer price of MUR23.00 per share (each a "**Sale Share**"); and
- A listing of a total of 455,400,000 ordinary shares with no par value of Emtel Limited on the Official List of the Stock Exchange of Mauritius.

Date of Prospectus
07 May 2024

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Introduction

Caution

This document contains important information which you are required to review carefully.

This document is not to be redistributed, reproduced, or used, in whole or in part, for any purpose other than the purpose outlined.

This Prospectus is issued by Emtel Limited ("**Emtel**" or "**the Company**") and has been prepared in respect of:

a) an offer by Currimjee Jeewanjee and Company Limited ("**CJ**") and Indian Continent Investment Limited ("**ICIL**"), collectively the "**Selling Shareholders**", for the sale of a combined 113,850,000 ordinary shares with no par value in the stated capital of the Company at an offer price of MUR23.00 per Sale Share;

   (the "**Offer**", with the Sale Shares available in terms of the Offer being the "**Offer Shares**" and the price per Sale Share being the "**Offer Price**"); and

b) the subsequent listing of the Company's entire stated capital on the Official List of the Stock Exchange of Mauritius (the "**SEM**") (the "**Listing**", with the Offer and the Listing being referred to as the "**Transaction**").

The statements and information contained in this Prospectus have been compiled as of 30 April 2024. Neither the delivery of this Prospectus nor any offer for sale of any shares shall under any circumstances create an implication or constitute a representation that the information given in this Prospectus is correct as at any time subsequent to that date.

Where information has been sourced from a third party, such information has been accurately reproduced and as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where required, the source(s) of the information has/have also been provided.

For a full understanding of the Transaction described in this Prospectus, it should be read in its entirety. If you have any doubt about its contents or as to any action which you should take, please consult an independent qualified person (e.g., your banker, stockbroker, legal advisor, accountant or other professional advisor) who may advise you accordingly.

Introduction

This document is issued by Emtel Limited, a company incorporated as a private company limited by shares in Mauritius on 03 July 1987 under the Companies Act 1984 with BRN C06006174, and file number C6174 and currently governed by a Constitution dated 24 April 2024. The Company was converted into a public company on 24 April 2024. The registered office address is 38 Royal Street, Port Louis, Mauritius.

This document constitutes a "Prospectus" pursuant to the definitions of, and has been drawn up in accordance with the provisions of, the Securities Act, 2005 and the Securities (Public Offer) Rules, 2007.

This prospectus is also deemed to constitute "Listing Particulars" pursuant to the definitions of, and in compliance with, the rules applicable to listings on the Official List of the SEM (the "**SEM Rules**"). The words "Prospectus" and "Listing Particulars" shall be used interchangeably in this document.

These Listing Particulars have been issued in accordance with, and include information given in compliance with Chapter 9 of the SEM Rules in the context of the Transaction.

These Listing Particulars have been approved by the Listing Executive Committee ("**LEC**") of the SEM on 21 May 2024, and a copy of same has been granted registration with the Financial Services Commission, Mauritius (the "**FSC**") on 20 May 2024.

LEC Reference No: **LEC/OSA/01/2024**

Date of publication: 29 May 2024

Emtel is not listed on any other security exchange and no other listing has been sought for the Ordinary Shares of Emtel.

Introduction (Continued)

The salient dates in the Transaction are as follows:

Application period opens ("**Opening Date**")	Wednesday, 29 May 2024
Application period closes ("**Closing Date**")	Friday, 21 June 2024
Listing and commencement of trading on the SEM ("**Listing Date**")	Friday, 05 July 2024

Important Notice

A. Exclusion of Responsibility and Liability

Neither the LEC of the SEM, the SEM, nor the FSC assume any responsibility for the contents of these Listing Particulars and do not make any representation as to the accuracy or completeness of any of the statements made or opinions expressed herein. They shall not be liable for any loss suffered or prejudice caused as a result of reliance upon the contents of these Listing Particulars or any part thereof.

Important Information

A. Directors' Responsibility Statement

The directors of the Company as at 30 April 2024 (the "**Directors**"), whose names appear in section B of these Listing Particulars, approved the proposed Listing of the Company on the SEM on 05 July 2024. The salient features of such Listing are set out in Section 4 of these Listing Particulars.

These Listing Particulars include particulars given in compliance with the SEM Rules governing the Official Listing of securities for the purpose of giving information with regards to the Issuer. The Directors, collectively and individually, accept full responsibility for the accuracy and completeness of the information contained in these Listing Particulars and confirm, after having made all reasonable enquiries that, to the best of their knowledge and belief:

a) there are no other facts, the omission of which would make any statement herein misleading;

b) the information contained herein is in accordance with the facts and these Listings Particulars make no omission likely to affect the importance of such information; and

c) this Prospectus has been drawn up in accordance with the Securities Act, the applicable rules and regulations made thereunder, the applicable FSC Rules and the SEM Rules.

The Directors declare, after having made reasonable enquiries, that to the best of their knowledge and belief:

- in relation to the period from 31 December 2023 (the date until which the last audited financial statements of the Company have been prepared) to the date of this Prospectus, the business of the Company has been satisfactorily maintained;
- the historical financial information included in these Listing Particulars has been extracted from the audited and consolidated annual reports of the Company for the years ended 31 December 2021, 2022 and 2023;
- the financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS Accounting Standards**") and in compliance with the Companies Act and the Financial Reporting Act and that they accept responsibility for them; and
- there will be no material change in the nature of the business of the Company following its admission on the SEM.

The Directors further declare that, in their opinion, having made due and careful enquiry, the working capital available to the Company will be sufficient for its present requirements, that is, for at least twelve (12) months from the date of issue of the Listing Particulars.

B. Approval of Directors

Approved by the Board of Emtel Limited (the "**Board**") on 30 April 2024 and signed by the directors.

Mr. Bashirali A Currimjee		sahoud.edoo	Mr. Anil C Currimjee
Bashirali A Currimjee, GOSK Chairman and Non-executive Director	**Krishnaduth (Kresh) Goomany** Executive Director	**M. Sahoud Edoo** Executive Director	**Anil C Currimjee** Non-Executive Director
	Mr. M Iqbal Oozeer	Mr. Mukesh H Bhavnani	
Azim F Currimjee Non-Executive Director	**M Iqbal Oozeer** Non-Executive Director	**Mukesh H Bhavnani** Non-Executive Director	**Sarvjit Singh Dhillon** Non-Executive Director

C. Selling Restrictions

Prospective investors ("**Prospective Investors**") should not assume that the information in this Prospectus is accurate as at any date other than the date of this Prospectus. No person is or has been authorised to give any information or make any representation in connection with the Offer and the Listing, other than as contained in this Prospectus. Delivery of this Prospectus at any time after the Prospectus issue date will not under any circumstances create any implication that there has been no change or that the information set out in this Prospectus is correct at any time after its date of issue.

The distribution of this Prospectus and the Offer for Sale of the Offer Shares in certain jurisdictions may be restricted by law and therefore persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions, including those in the paragraphs that follow. Any failure to comply with these restrictions may constitute a violation of the securities or other laws of any such jurisdiction. No action has been taken or will be taken in any jurisdiction that would permit a public offering or sale of the Offer Shares, or possession or distribution of this Prospectus or any other offering or publicity material relating to the Offer Shares, in any country or jurisdiction where action for that purpose is required.

None of the Offer Shares may be offered for subscription, sale or purchase or be subscribed, sold or delivered, and this Prospectus and any other offering material in relation to the Offer Shares may not be circulated, in any jurisdiction where to do so would breach any securities or other laws or regulations of any such jurisdiction or give rise to an obligation to obtain any consent, approval or permission, or to make any application, filing or registration.

This Prospectus, in respect of the Offer and the Listing, has not been and will not be registered with any regulatory authority outside of Mauritius. This Prospectus is not for viewing, publication, release or distribution in any jurisdiction where such distribution is unlawful.

Specific Restrictions

Notice to investors in Affected Jurisdictions

This Prospectus and the Offer do not constitute an offer in or from Australia, Canada, Japan, or any other jurisdiction where the dissemination of this Prospectus or the making of the Offer may be unlawful, fails to conform to the laws and regulations of such jurisdiction or would require further action for such purpose (each, an "**Affected Jurisdiction**"). To the extent that this Prospectus may be sent to any Affected Jurisdiction, it is provided for information purposes only. Persons in Affected Jurisdictions may not accept the Offer. No person accepting the Offer should use the mail of any such Affected Jurisdiction nor any other means, instrumentality or facility in such Affected Jurisdiction for any purpose, directly or indirectly, relating to the Offer. It shall be the responsibility of any person resident in a jurisdiction outside Mauritius to inform themselves about and observe any applicable legal requirements in the relevant jurisdiction.

Notice to investors in the European Economic Area ("EEA") and the United Kingdom

This Prospectus and the Offer are only addressed to and directed at persons in member states of the EEA who are "**Qualified Investors**" within the meaning of Article 2(1)I of the Prospectus Regulation (Regulation (EU), 2017 and amendments thereto) ("**EU Qualified Investors**").

In the United Kingdom, this Prospectus is being distributed only to, and is directed only at, Qualified Investors who are: (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act, 2000 (Financial Promotion) Order, 2005, as amended (the "**Order**"); (ii) persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order; and (iii) other persons to whom they may otherwise lawfully be communicated (all such persons together being referred to as "**UK-relevant persons**").

This Prospectus must not be acted on or relied on: (i) in the United Kingdom by persons who are not UK-relevant persons; and (ii) in any member state of the EEA by persons who are not EU Qualified Investors. Any investment or investment activity to which the attached document relates is available only to: (i) in the United Kingdom, UK-relevant persons; and (ii) in any member state of the EEA, EU Qualified Investors, and will be engaged only with such persons.

Notice to investors in South Africa

This Prospectus and the Offer are only addressed to and directed in South Africa to: (a) selected persons falling within one of the specified categories listed in section 96(1)(a) of the South African Companies Act, 71 of 2008, as amended, (together with the regulations promulgated under it, the "**South African Companies Act**"); and (b) selected persons in South Africa in respect of whom the total contemplated acquisition cost for Offer Shares is not less than ZAR1 000 000 per single addressee acting as principal in terms of section 96(1)(b) of the South African Companies Act, in each case to whom the Offer is specifically addressed, and only by whom the Offer will be capable of acceptance (together "**South African Qualifying Investors**"). The information relevant to each class of South African Qualifying Investors in (a) and (b) above is combined in this document for the sake of convenience only. The information contained in this Prospectus neither constitutes, nor forms part of, any offer or invitation to sell or issue, or any advertisement or any solicitation of any offer or invitation to purchase or subscribe for any Offer Shares or any other securities and is not an offer to the public as contemplated in the South African Companies Act. Accordingly,

Introduction (Continued)

should any person in South Africa who is not a South African Qualifying Investor receive this Prospectus, they should not, and will not be entitled to, acquire any Offer Shares or otherwise act in terms hereof. This Prospectus does not, nor does it intend to, constitute a "registered prospectus" or an "advertisement", as contemplated by the South African Companies Act, and no prospectus has been filed with, nor approved nor registered by, the Companies and Intellectual Property Commission (the "**CIPC**") or any other South African authority. As a result, this document does not, nor does it intend to, comply with the substance and form requirements for a prospectus set out in the South African Companies Act.

Notice to investors in the United States

The Offer is not being made, and the Offer Shares are not being offered, in the United States of America ("**USA**"). The Offer Shares are being offered only outside the USA in reliance upon Regulation S and have not been, nor will they be, registered under the US Securities Act, or any securities laws of any state of, or other jurisdiction in, the USA. This Prospectus may not be distributed or forwarded in, or into, the USA. The Offer Shares have not been recommended, approved or disapproved by the US Securities and Exchange Commission, any other federal or any state securities commission in the USA or any other USA regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the Offer Shares nor the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the USA. Prospective Investors should consult their own legal, tax and other advisors to determine whether an investment in the Offer Shares could result in adverse consequences to them or their related persons and affiliates. Any US Persons may have United States tax consequences arising from investing in the Offer Shares.

D. Presentation of Financial Information

Unless otherwise indicated, the financial information of the Company set out in this Prospectus has been derived as follows:

a) Emtel's consolidated audited statements of profit or loss and other comprehensive income, statements of financial position, statements of cash flow, statements of changes in equity and the notes to the financial statements for the years ended 31 December 2021, 31 December 2022, and 31 December 2023;

   The Company's financial statements, which were audited by its statutory auditors PricewaterhouseCoopers Mauritius ("**PwC**"), were prepared in accordance with the IFRS Accounting Standards and the Companies Act and are presented in MUR (Mauritian Rupees), the reporting currency of Emtel; and

b) The financial statements set out under Section 13 (Reporting Accountants Report) of this Prospectus, which have been prepared by Emtel and audited by PwC, who acted as the Reporting Accountants in respect of the Offer. The financial statements are based on Emtel Limited's audited consolidated statements of financial position, consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended 31 December 2021, 31 December 2022 and 31 December 2023.

c) The projected financial information ("**PFI**" or "**Projected Financial Information**") and its assumptions set out under Section 13 (Reporting Accountants Report) of this Prospectus have been prepared by the Directors in accordance with the accounting policies of the Group. PwC, who acted as the Reporting Accountants in respect of the Offer, have performed procedures to obtain evidence that the PFI have been properly compiled by the Directors on the basis of the assumptions set out in the notes to the PFI and that the basis of accounting used is consistent with the accounting policies of the Group. The financial forecasts are Emtel's consolidated condensed statement of profit or loss and condensed statement of cash flows for the years ending 31 December 2024, 31 December 2025 and 31 December 2026.

E. Presentation of Numerical Amounts and Figures

Certain amounts that appear in this Prospectus have been subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the precise arithmetic sum of the figures that precede them.

F. Transaction Advisors' Consent

The consent letter of the Reporting Accountant is attached in Section 13.

G. Industry / Economic Information

The Company and the Lead Transaction Advisor have obtained the industry and economic data, including industry forecasts, used throughout this Prospectus from internal surveys, market research, publicly available information, and industry publications. The Company has also made statements based on information from third-party sources that it and the Lead Transaction Advisor believe are reliable, such as the Ministry of Finance, Economic Planning and Development, Statistics Mauritius, the Information and Communication Technologies Authority of Mauritius, Bank of Mauritius, the World Bank, the African Development Bank, the Global System for Mobile Communications Association, among others.

Industry and government publications, including those referenced in this Prospectus, generally state that the information presented in those publications has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Although the Company has no reason to believe that any of this information or these reports are inaccurate in any material respect, the Company has not independently verified the industry or other data provided by third parties or by industry or other publications. The Company and its advisors do not make any representation as to the accuracy of such information.

H. Forward-Looking Statements

This Prospectus contains statements about the Company that are, or may be, forward-looking statements. All statements, other than statements of historical fact, are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook of the Information and Communication Technology (ICT) industry; cash costs; operating results; growth prospects and outlook for operations, individually or in the aggregate; liquidity, capital resources and expenditure; and the outcome and consequences of any pending litigation proceedings.

Any statements about the Company's expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "will", "seek", "project", "outlook", "planned", "may", "estimated", "potential" or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, estimates of capital expenditures, acquisition strategy, or future capital expenditure levels, and other economic factors, such as, amongst other things, interest and exchange rates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Company cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity, and the developments within the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Prospectus.

All these forward-looking statements are based on estimates and assumptions, all of which estimates and assumptions, although the Company may believe them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Many factors (including factors not yet known to the Company, or not currently considered material), could cause the actual results or matters, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied in those estimates, statements or assumptions.

Investors should keep in mind that any forward-looking statement made in this Prospectus or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of the Company, or other matters to which such forward-looking statements relate, not to develop as expected may emerge from time to time, and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results or matters to differ materially from those contained in any forward-looking statement is not known.

The Company has no duty, and does not intend, to update or revise the forward-looking statements contained in this Prospectus after the date of issue of this Prospectus, except as may be required by law.

The Company strongly recommends Prospective Investors to read Section 10 (Risk Factors) for a more complete understanding of the factors that could affect the Company's future performance and the industry in which it operates.

The Company, therefore, cautions that these statements are not and should not be construed as being guarantees.

I. Supplementary prospectus

If, prior to the Listing, there is a significant change affecting any matter contained in this Prospectus or a significant new matter arises, the disclosure of which would have been required if it had arisen when the Prospectus was prepared, or there is a significant mistake or inaccuracy in the Prospectus, a supplement to this Prospectus will be published subject to the prior approval of the FSC and the SEM, as required. Statements contained in any such supplement (or contained in any document incorporated by reference) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Prospectus or in a document that is incorporated by reference in this Prospectus. Any statements so modified or superseded shall not, except as so modified or superseded, constitute a part of this Prospectus.

J. Key Offer Milestones and Timetable

Table 1: Offer Timetable

Activity	Date	Time
Offer opens	Wednesday, 29 May 2024	9:00 a.m.
Offer closes	Friday, 21 June 2024	2:30 p.m.
Settlement date	Wednesday, 26 June 2024	2:30 p.m.
Announcement of allocation results	Wednesday, 03 July 2024	2:30 p.m.
Admission to Listing and commencement of trading on the SEM	Friday, 05 July 2024	–
Refunds of excess application funds in the event of over-subscription	Wednesday, 10 July 2024	4:00 p.m.

Note: The Offer timetable and, in particular, the Offer period are subject to amendment if proposed by the Selling Shareholders or the Issuer after receipt of regulatory approval. Any such amendment will be announced publicly through a press statement in Mauritius and on the Company's website. All times and dates throughout this Prospectus refer to times and dates in Mauritius, Greenwich Mean Time +4.

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Advisors to the Offer

Advisors to the Offer

Lead Transaction Advisor	**Absa Bank (Mauritius) Limited** 2nd Floor Absa House 68 Wall Street Cybercity, Ebène, 72201 Mauritius
Sponsoring Broker	**M.C.B Stockbrokers Limited** Sir William Newton Street Port Louis, 11328 Mauritius
Legal Advisors to the Issuer in relation to the Offer	**Anwar Moollan SC** **Ali Adamjee** **Raza Currimjee** **Chambers of Sir Hamid Moollan KC** 43 Sir William Newton Street Port Louis, 11328 Mauritius **Shaheena A. Carrim** **SC Legal** Suite 306, Ebene Junction, Ebène, 72201, Mauritius **Julie Adamjee** **JAC Legal** First Floor, Lower Vale Roundabout Building, Lower Vale, Mauritius
Project Manager	**Perigeum Capital Ltd** Level 3, Alexander House 35, Cybercity, Ébène, Mauritius
Reporting Accountant	**PricewaterhouseCoopers** PwC Centre Avenue de Telfair, Telfair, 80829, Moka Mauritius
Share Registrar and Agent	**M.C.B Registry and Securities Ltd** Sir William Newton Street Port Louis, 11328 Mauritius
Public Relations and Communication	**Blast BCW** 3rd Floor Parkside Sodnac Link Road Phoenix, 72201 Mauritius
Independent Valuer	**KPMG Advisory Services Ltd** KPMG Centre 31, Cybercity Ebène Mauritius

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Corporate Information

Corporate Information

Name of Issuer	Emtel Limited
Business registration number	C06006174
Registered business address	38 Royal Street Port Louis, 11602 Mauritius
Principal business address	Emtel World 10 Cybercity Ebène, 72201 Mauritius
Website	www.emtel.com
Email address	emtel@emtel.com
Directors	Mr Bashirali A Currimjee, GOSK (Chairman) Mr Peter J Lewis[2] Mrs Priscilla Balgobin-Bhoyrul[2] Mrs Charlotte M V Govin[2] Mrs Shirin R Gunny[2] Mr Krishnaduth Goomany[1] Mr M Sahoud Edoo[1] Mr Anil C Currimjee (also alternate Director to Mr Bashirali A Currimjee) Mr Azim F Currimjee Mr M Iqbal Oozeer Mr Mukesh H Bhavnani Mr Sarvjit Singh Dhillon
Company Secretary	Currimjee Secretaries Limited 38 Royal Street Port Louis, 11602 Mauritius

1 Appointed 24 April 2024
2 Appointment effective 31 May 2024

Auditors for the last three financial years ended 31 December 2023, 2022 and 2021		**PricewaterhouseCoopers** PwC Centre Avenue de Telfair, Telfair, 80829, Moka Mauritius
External Legal Counsel	Chambers of Sir Hamid Moollan KC Barristers	**Anwar Moollan SC** Chambers of Sir Hamid Moollan KC 43 Sir William Newton Street Port Louis, 11328 Mauritius
Principal Bankers		**Mauritius Commercial Bank Ltd** Sir William Newton Street Port Louis Mauritius
		Absa Bank (Mauritius) Limited 2nd Floor Absa House 68 Wall Street Cybercity, Ebène, 72201 Mauritius
		SBM Bank (Mauritius) Ltd SBM Tower 1 Queen Elizabeth II Avenue Port Louis Mauritius
		AfrAsia Bank Limited Bowen Square 10 Dr Ferriere Street Port Louis Mauritius

List of Significant Subsidiaries

Emtel MFS Co Ltd	
Incorporation date	3 November 2014
Share capital	100% owned by Emtel
Stated capital	MUR5,000,000
Principal activity	Provider of mobile payment services
Registered address	38 Royal Street, Port Louis, 11602, Mauritius
Principal business address	10 Ebène Cybercity, Ebène, 72201, Mauritius
Email address	emtel@emtel.com
Website	blink.emtel.com
Directors	Mr Kartik N Sheth (Chairman) Mr Rishaad A Currimjee Mr Ismael A Soodeen Mr Saliah M Sait Ms Grace Sarah Leung Shing Mr Krishnaduth Goomany Mr M Sahoud Edoo
Company Secretary	Currimjee Secretaries Limited 38 Royal Street Port Louis, 11602 Mauritius

EMVision Ltd	
Incorporation date	18 January 1999
Share capital	90% owned by Emtel and 10% owned by CJ
Stated capital	MUR22,500,000
Principal activity	Investment holding company
Registered address	38 Royal Street, Port Louis, 11602, Mauritius
Principal business address	38 Royal Street, Port Louis, 11602, Mauritius
Directors	Mr M Iqbal Oozeer
	Mr Sarvjit Singh Dhillon
Company Secretary	Currimjee Secretaries Limited 38 Royal Street Port Louis, 11602 Mauritius

List of Significant Subsidiaries (Continued)

Emtel Technopolis Ltd	
Incorporation date	23 June 2021
Share capital	100% owned by Emtel
Principal Activity	Technology park that hosts satellite ground stations, data centres, cable landing stations and other ancillary activities
Registered address	38 Royal Street, Port Louis, 11602, Mauritius
Principal business address	La Baraque Road, Union Vale, Mauritius
Other place of business	Emtel World, 10 Ebène Cybercity, Ebène, 72201, Mauritius
Stated Capital	MUR50,000,000
Directors	Mr Bashirali A Currimjee, GOSK (Chairman)
	Mr Azim F Currimjee
	Mr M Iqbal Oozeer
	Mr Sarvjit Singh Dhillon
	Mr Mukesh H Bhavnani
Company Secretary	Currimjee Secretaries Limited 38 Royal Street Port Louis, 11602 Mauritius

MC Vision Ltd	
Incorporation date	25 September 1997
Share capital	52.94% owned by EMVision Ltd. (Please refer to Section 11.8 of this Prospectus for more information regarding Emtel's strategic decision with respect to its indirect stake in MC Vision Ltd.)
Principal Activity	Provide subscription television directly to the home via satellite and the internet
Stated capital	MUR35,000,000
Registered address	38 Royal Street, Port Louis, 11602, Mauritius
Principal business address	3rd Floor, Currimjee Arcades, 256 Royal Road, Curepipe, Mauritius
Website	www.canalplus-maurice.com
Directors	Mr Bashirali A Currimjee, GOSK (Chairman)
	Mr Anil C Currimjee
	Mr Jacques C H J Du Puy
	Mrs Laurence C T Glippa
	Mr Nicolas R Dandoy
	Mr Azim F Currimjee
	Mr Sarvjit Singh Dhillon
	Mr Moonendra N S Ramsurrun
Company Secretary	Currimjee Secretaries Limited 38 Royal Street Port Louis, 11602 Mauritius

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Definitions and Salient Features of the Listing

Definitions

The following definitions apply to this Prospectus unless the context requires otherwise:

"ARC"	Audit and Risk Committee of Emtel
"Board"	The Board of Directors of Emtel
"BoM"	Bank of Mauritius
"CDS"	Central Depository & Settlement Co. Limited
"CJ"	Currimjee Jeewanjee and Company Limited, a company incorporated as a private company limited by shares in Mauritius on 15 April 1948 under Company Number C710 with BRN C06000710, having its registered office at 38 Royal Street, Port Louis, 11602, Mauritius
"CL Group"	Currimjee Limited and its subsidiaries
"Company" or "Emtel" or "Issuer"	Emtel Limited, a company incorporated as a private company limited by shares in Mauritius on 03 July 1987 and converted into a public company on 24 April 2024 with BRN C06006174 having its registered address at 38 Royal Street, Port Louis 11602, Mauritius
"Companies Act"	Companies Act, 2001 of Mauritius, as amended
"Constitution"	The constitution of Emtel dated 24 April 2024, as may be amended from time to time by special resolution of the shareholders with the approval of the SEM
"CSR"	Corporate Social Responsibility. A CSR programme is defined in Section 2 of the Income Tax Act, 1995 of Mauritius as a programme having as its main objective the alleviation of poverty, relief from sickness or disability, advancement of the education of vulnerable persons or the promotion of any other public object beneficial to the Mauritian community
"Directors"	The Directors constituting the Board of Emtel
"EBITDA"	Earnings Before Interest, Taxation, Depreciation and Amortisation
"Eligible Employee"	A permanent employee whose name is on the payroll of the CL Group as at such date to be determined by CJ; but does not include an employee (i) who is suspended from his employment or (ii) who has handed in his notice of resignation. An employee shall continue to be an Eligible Employee during the period of (i) any leave of absence approved by the CL Group; or (ii) employment transfers within the CL Group
"Financial Reporting Act"	Financial Reporting Act, 2004 of Mauritius, as amended
"FSC"	The Financial Services Commission of Mauritius
"FY"	Financial year
"Group"	Emtel and its subsidiaries, which at the date of this Prospectus include: (i) EMVision; (ii) Emtel MFS; and (iii) Emtel Technopolis
"ICT"	Information and Communication Technology
"ICT Act"	Information and Communication Technologies Authority Act, 2001, as amended
"ICTA"	Information and Communication Technologies Authority set up under the ICT Act
"ICIL"	Indian Continent Investment Limited, a Global Business company incorporated as a private company limited by shares in Mauritius on 3 August 2001 under Number C27299, having its registered office at 38 Royal Street, Port Louis, 11602, Mauritius
"IFRS"	International Financial Reporting Standards

"Listing"	The listing of the Company's entire stated capital on the Official List of the SEM
"Listing Particulars" or "Prospectus"	This document prepared pursuant to the SEM Rules for the purpose of the listing of the ordinary shares of the Company on the Official List of the SEM and drawn up in accordance with, and serving as prospectus pursuant to, the Securities Act and the Securities Rules
"Listing Date"	The date on which the ordinary shares of the Company are admitted for listing on the Official List of the SEM and commencement of trading
"LEC"	Listing Executive Committee of SEM
"MIAC"	The Mauritius International Arbitration Centre
"MUR"	Mauritian Rupee, the lawful currency of the Republic of Mauritius
"NAV"	Net Asset Value
"NGO"	Non-Governmental Organisation
"NPO"	Non-Profit Organisation
"Offer"	An offer by the Selling Shareholders for the sale of 113,850,000 ordinary shares with no par value in the stated capital of the Company at an offer price of MUR23.00 per Sale Share
"Offer Price"	MUR23.00 per Sale Share
"Offer Shares"	Sale Shares
"Official List"	Official List of the SEM
"Sale Shares"	A total of 113,850,000 ordinary shares with no par value at an Offer Price of MUR23.00 per Sale Share
"Securities Rules"	Securities (Public Offer) Rules, 2007 made under the Securities Act
"Selling Shareholders"	ICIL and CJ
"Securities Act"	Securities Act, 2005 of Mauritius, as amended
"SEM"	The Stock Exchange of Mauritius Limited established under the repealed Stock Exchange Act
"SEM Rules"	The Listing Rules issued by the Stock Exchange of Mauritius Limited, as amended in July 2023
"Shares" or "Ordinary Shares"	The ordinary shares of Emtel with such rights as provided for under the Constitution of Emtel
"Transaction"	The Offer and the Listing

Salient Features of the Listing

Company or Issuer	Emtel Limited
Listing	The proposed admission to the Official List of the SEM of all the ordinary shares with no par value of the Company
Offer	The offer for sale by the Selling Shareholders of 113,850,000 ordinary shares with no par value in the share capital of the Company at an Offer Price of MUR23.00 per Sale Share
Rationale of the Listing	• It is the objective of the current shareholders of Emtel to bring the Company closer to the lives of Mauritians through a listing on the SEM, to further integrate the Company into the economy of Mauritius and the surrounding islands and give an opportunity to Mauritians to participate in the success and profits of the Company • Enabling the market value of the Company's ordinary shares to be readily ascertained by all stakeholders
Description of the Shares	MUR denominated With no par value Rights, privileges and conditions attached to the Offer Shares are set out in Section 5.2.2 of this Prospectus
Opening date for the Offer	Wednesday, 29 May 2024
Closing date for the Offer	Friday, 21 June 2024
Settlement date	Wednesday, 26 June 2024
Announcement of allocation results	Wednesday, 03 July 2024
First Trading Day	Friday, 05 July 2024
Refunds	No interest will be paid on monies received in respect of applications for the Offer Shares. All refunds, net of bank charges, to unsuccessful applications shall be credited to the nominated bank account of the applicant within 3 (three) Business Days of the First Trading Day by the Sponsoring Broker or your Investment Dealer

5

Overview of the Company


EMTEL
Feel Free

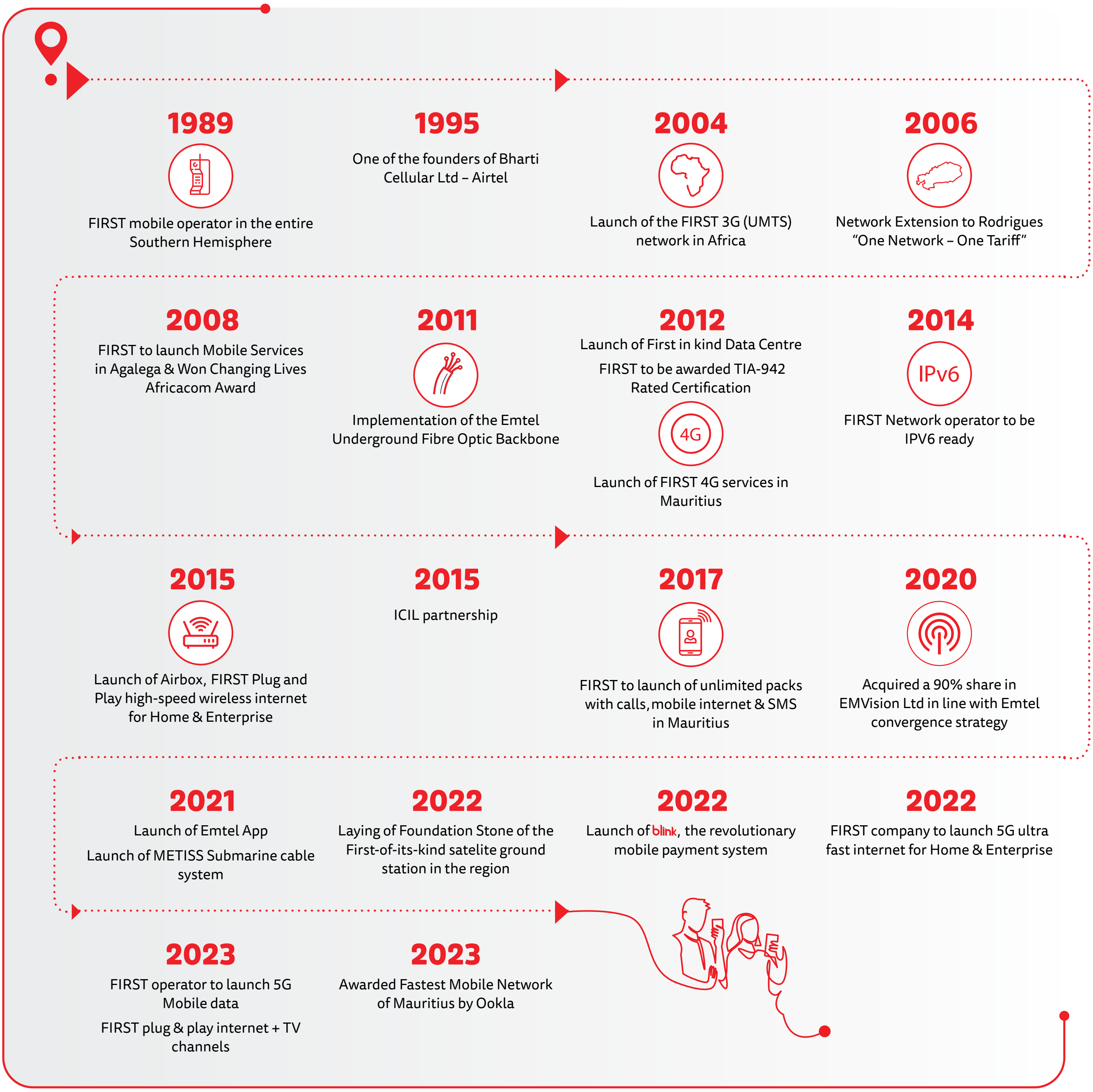
Overview of the Company

5.1. Nature of the Business

Emtel was incorporated in Mauritius under the Companies Act 1984, on 3 July 1987, under Company Number C06174 and Business Registration Number C06006174. Emtel is a prominent player in the local telecommunication landscape. As the first mobile operator in the Southern Hemisphere, Emtel began offering mobile telecommunications services in 1989 and has since become a leading Telecommunication services operator in Mauritius offering a range of ICT services to meet the needs of individuals, homes and enterprises.

Over the last 35 years, Emtel has been a consistent pioneer of ICT solutions in the country. The Company has expanded its services not only in Mauritius but also to the surrounding islands of Rodrigues and Agalega. Emtel's commitment to being a leader in adopting state-of-the-art technology when providing solutions to its customers has not only contributed to its evolution and prominence but has also led Mauritius to rank among the leading Sub-Saharan African nations in the telecommunications and ICT sectors.

Figure 1: Key Emtel Milestones



Emtel has historically been at the forefront of technological advancements. Emtel was the first company to launch a pre-paid mobile service in 1998. In 1999, Emtel was the first to introduce the Short Message Service (SMS). Over the years, Emtel has demonstrated its commitment to staying abreast of the evolution of technology by implementing the first 3G network in Africa in 2004, the first 4G network in Mauritius in 2012 and the first widescale 5G network in Mauritius in 2022. Through continuously demonstrating its commitment to lead in adopting state-of-the art technology and providing leading products to its customers in line with its philosophy and strategy, Emtel has earned the award of 'The Fastest Mobile Network in Mauritius' by Ookla in 2023.

In 2015, Emtel was the first operator to introduce high-speed wireless internet to Mauritian homes and enterprises and in 2017, a plug-and-play service which allows customers to subscribe to the service and start accessing the internet without the need for an installation by a third party. Emtel has revolutionised the way Mauritians access the internet by being the first to introduce unlimited data plans in the country in 2017, thereby giving customers the freedom to leave their data switched on at all times at a fixed cost. Since its introduction, these data packs have led to a significant increase in the number of users for mobile data.

High-speed wireless internet has bridged the digital divide by providing quick and easy internet access to customers who may have otherwise waited a long time or not had access at all.

In 2012, Emtel established the first-of-its-kind Data Centre in Mauritius – ANSI TIA 942 Rated 3 standard – located in a flood-free area, far from the business district and readily accessible via a different route. Emtel's Data Centre boasts 99.98% uptime since its inception and serves both local and international customers.

Emtel has also played a significant role in providing affordable access to the internet through its investment in submarine cable capacity, culminating to the launch of the METISS cable in 2021, of which Emtel is a founder member. The METISS cable, while bringing additional capacity to the country provides a much-awaited redundancy to connect Mauritius to the broader world – and ensures that the country is not impacted by any potential disruptions to the other cable systems connecting the country. METISS has proven its necessity during the second COVID-19 lockdown in 2021 as it helped carry the high traffic demand when everyone was either working from home, studying from home or simply enjoying online entertainment. Emtel is the only operator that holds capacity in all three (3) submarine cables connecting Mauritius via SAFE, LION and METISS. Additionally, Emtel has capacity on the MARS submarine cable connecting Mauritius to Rodrigues.

Emtel is also the proud host of the cable landing station of METISS in its state-of-the-art Data Centre.

Emtel launched **blink**, its mobile payment app, in 2022. **blink** is a unique app that allows customers from any mobile network who have bank accounts with any Mauritian retail bank to effect contactless and digital transactions at their convenience – anytime, anywhere. This has broadened consumer access to mobile payments in Mauritius and has fostered financial inclusivity as, prior to this app, such a service was limited to, and led by only a few banks. As of December 2023, **blink** had +13,000 30-day active users and had onboarded +4,800 outlets.

Emtel also benefits from the instant payment system ("**IPS**") operated by the Bank of Mauritius. The IPS enables Emtel customers to effect transfers between any two (2) accounts in any two (2) institutions instantly and efficiently, and enables fast retail payments (with daily settlement). Additionally, the launch of the Unified Payments Interface ("**UPI**") in Mauritius marks a significant milestone for fostering digital connectivity and facilitating faster, cheaper and seamless transactions between partner nations as Mauritians will be able to use **blink** in India and vice versa.

In 2023, Emtel marked yet another milestone through its subsidiary, Emtel Technopolis, after being awarded the tender to set up a ground station for a leading operator of Low Earth Orbit ("**LEO**") Satellites, namely Eutelsat Oneweb. The ground station was fully commissioned in 2023 and is now providing a full service to the LEO company. This marks the first of its kind offshore LEO ground station in the Indian Ocean, and it places Mauritius on the map of satellite ground stations in the world. Through this ground station, the LEO company is providing services to the airborne and maritime industries, as well as remote areas of the Indian Ocean.

These key milestones – amongst other initiatives – have significantly contributed to Emtel's transformative journey from being merely a Telecommunications Company to becoming a fully-fledged Technology Company, expanding and diversifying its business offerings to meet the diverse demands of its customers. The transformative journey reflects the result of investments undertaken by Emtel and the execution of its strategy.

Emtel is committed to providing the best ICT solutions to the entire of the Republic of Mauritius and is proud to be the only operator in Mauritius serving all three (3) islands namely, Mauritius, Rodrigues and Agalega.

Since launching its 2G services in Rodrigues in 2006, Emtel has continuously invested in Rodrigues to upgrade the technology to 3G, 4G and to 4G+. Emtel introduced the concept of "one network one tariff" in Rodrigues and this propelled usage in Rodrigues to unprecedented levels – making mobile telephony services accessible to all at the same tariffs as in Mauritius. Emtel also launched its high-speed home internet in Rodrigues in 2017. As Emtel invests in its infrastructure, the Company has also brought 5G services to Rodrigues in April 2024.

Overview of the Company (Continued)

Figure 2: Rodrigues Key Milestones

Rodrigues Milestones

2006

Set-up of satellite link for Mauritius-Rodrigues connectivity

Launch of 2G mobile service in Rodrigues

2007

Emtel launches 3G mobile data service in Rodrigues

2016

Emtel launches 4G mobile data service in Rodrigues

2017

Emtel sets up a high-speed and low latency satellite link in Pointe Venus, Rodrigues, through O3b satellite constellation

2019

Emtel connects to the MARS cable to provide higher data speeds to its subscribers in Rodrigues

2020

Emtel launches LTE-Advanced (4G+) across Rodrigues

Agalega's distance from Mauritius posed connectivity challenges, but this did not deter Emtel from launching telecommunication services on the island in 2008, giving the people of Agalega access to large-scale mobile telephony and telecommunication services for the first time. This earned Emtel the 'Changing Lives Award' at the GSM Africa event in 2008. Since then, Emtel has committed to continually upgrading its satellite connectivity in order to provide a better quality of service to the population of Agalega. In 2018, Emtel launched 4G+ network in Agalega.

Figure 3: Agalega Key Milestones

Agalega Milestones

2008

2G launch and satellite link

2009

First mobile network access in Agalega

2012

Emtel upgrades its satellite link

2018

4G+ and satellite bandwidth 15 Mbps launch

2022

Enhancement of satellites bandwidth to 60 Mbps

As part of its strategy, Emtel has diversified its business model outside of its traditional telecommunications offerings into Digital Pay TV, mobile payments and satellite services.

5.1.1. Emtel Limited

Emtel is among the most technologically advanced ICT operators in Africa and provides an extensive array of products and services catering to individual consumers, homes and businesses. Its employees have been one if its biggest catalysts for growth and are critical enablers of Emtel's products and strategy.

Emtel has its own robust infrastructure consisting of towers, fibre optic network and wireless transmission in Mauritius, Rodrigues and Agalega, and also holds substantial submarine cable capacity in all cables out of the country namely METISS, LION, MARS, SAFE, playing a pivotal role connecting Mauritius to the world. Emtel's telecommunication infrastructure is backed by a pioneering ANSI TIA 942 Rated 3 certified Data Centre, which has an uptime of more than 99.98% since its establishment in 2012. This state-of-the-art facility also serves as a hosting hub for numerous local and international businesses.

The Company's offerings comprise mobile data, mobile and fixed telephony, international long-distance calling, high-speed home internet, and Plug-n-Play Internet+ TV/Entertainment solutions – serving Mauritius, Rodrigues, and Agalega. This comprehensive suite of products and services primarily addresses digital connectivity disparities and fulfils entertainment needs. In partnership with MCVision, Emtel has also successfully launched Airbox+, an integrated television and internet offering.

In addition to consumer services, Emtel delivers specialised solutions to enterprises, including dedicated private leased internet lines, local and international connectivity, submarine cable capacity, hosting solutions for disaster recovery and business continuity, messaging platforms, cloud hosting, Private Automatic Branch Exchange ("**PABX**"), managed services and cyber security solutions, amongst others. With these specialised enterprise solutions in place, Emtel is able to evolve in a rapidly growing sector.

5.1.2. EMVision

EMVision, a 90.0% owned subsidiary of Emtel incorporated in 1997, has a 52.94% shareholding in MC Vision, a leading Digital Pay TV operator in the Mauritian market. Please refer to Section 11.8 of this Prospectus for more information regarding Emtel's strategic decision with respect to its indirect stake in MC Vision Ltd. MC Vision offers premium and exclusive media content, available in linear and non-linear forms across platforms and devices (TV, tablets, and smartphones). Through a strategic partnership with French television broadcasting company, CANAL+, MC Vision has acquired rights (including some exclusive rights) to broadcast more than 70,000 on-demand content items, including the latest movies, series, sporting events and documentaries across more than 100 channels.

As a major content aggregator, MC Vision offers this leading entertainment offering to subscribers across Mauritius, Rodrigues and Agalega. The CANAL+ offering provides a diverse package, tailored to customers' preferences, with the option to include subscriptions to popular platforms such as Netflix and Disney+.

To support MC Vision's strategy of making content available anytime, anywhere and on any device, the Company markets an application: myCANAL, accessible across devices including computers and laptops, tablets, and smartphones.

5.1.3. Emtel MFS

Established in 2014, Emtel MFS is a provider of mobile financial services. Its primary offering, an app named blink was introduced in 2022. blink is an innovative mobile payment application that enables users with Mauritian bank accounts to conduct secure, contactless digital transactions through any mobile network, using a smartphone or tablet connected to internet data.

blink facilitates digital payment transactions, including National QR code (MauCAS) scanning and payment, instant money transfers between banks and mobile recharges. blink operates under a licence issued to Emtel MFS Co Ltd by the Bank of Mauritius.

blink plays a pivotal role in the "cash to digital" payments transformation taking shape across Africa. Financial Technology ("**FinTech**") and a cashless economy are the future of payments in Mauritius and Africa, and blink demonstrates Emtel's commitment to developing cutting-edge technology for the benefit of the Mauritian population.

5.1.4. Emtel Technopolis

Emtel Technopolis, established in 2021 as a wholly owned subsidiary of Emtel, is pioneering the region's first satellite park. In its initial phase, it accommodates a satellite park featuring 21 antenna systems designed for LEO satellites. This ground-breaking project deploys satellite technology, ensuring high-speed connectivity for airborne and maritime industries, remote areas, as well as institutions and enterprises.

Subsequent stages of this project involve expanding it to encompass innovation labs, a Tier-4 Data Centre, a solar park, and additional cable landing station, thereby transforming it into a "Technology Park". These developments are geared toward attracting foreign investments and fostering an ecosystem of innovation, productivity, and entrepreneurship in Mauritius to position the country at the forefront of technology advancement in the region.

Overview of the Company (Continued)

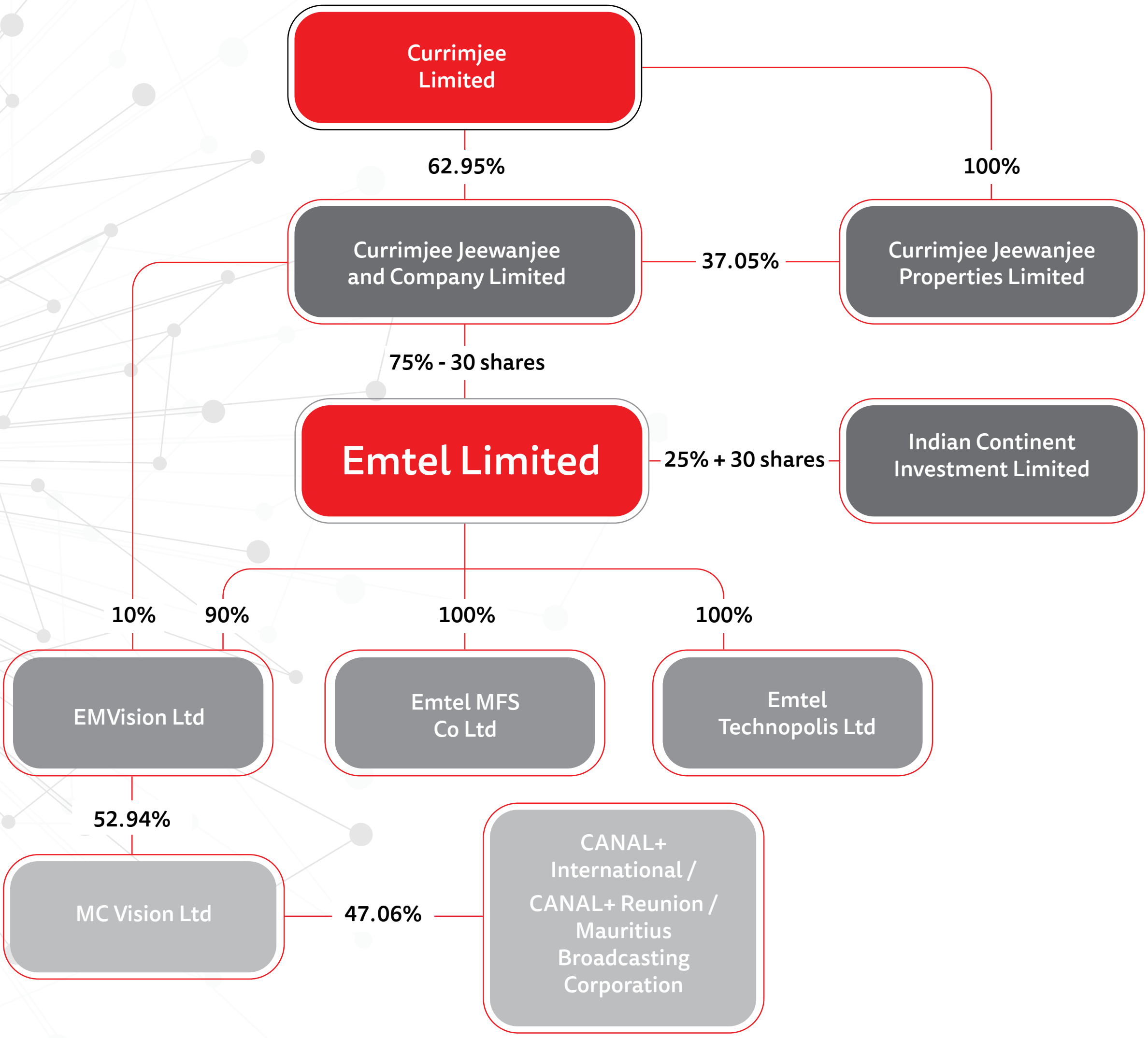
5.2. Company Structure and Overview of Share Capital

5.2.1. Company Structure

Emtel forms part of the Currimjee Group. The Company is 75% (minus 30 shares) owned by CJ, with a 25% (plus 30 shares) stake owned by ICIL. The Currimjee Group is a Mauritian-based family-owned business that operates in seven strategic sectors: Telecommunications, Media, and IT; Real Estate; Tourism and Hospitality; Commerce and Financial Services; Energy; Food and Beverages; and Home and Personal Care. ICIL is an investment subsidiary of Indian conglomerate, Bharti Enterprises.

The organogram below shows the ownership structure of Emtel prior to the Listing.

Figure 4: Ownership Structure of Emtel Prior to Listing



Following the Offer and Listing, provided all the Offer Shares are allocated to new shareholders, the shareholding of both CJ and ICIL will change, and the resultant shareholding structure will be delineated as set out below.

Table 2: Shareholding After the Offer

Shareholder	No. of ordinary shares	Ownership
Currimjee Jeewanjee and Company Limited	273,239,970	60.0%
Indian Continent Investment Limited	68,310,030	15.0%
Other Shareholder(s)	113,850,000	25.0%
Total	**455,400,000**	**100.0%**

5.2.2. Overview of Share Capital

As at the date of this Prospectus, the stated capital of the Company is equal to MUR 151,800,000, (one hundred and fifty-one million and eight hundred thousand Rupees) made up of 455,400,000 (four hundred fifty-five million four hundred thousand) ordinary shares with no par value. As at the date of publication of this Prospectus, the Company did not have any convertible debt in issue and has not entered into any subscription warrant arrangements or other arrangements which oblige or may oblige the Company to buy back the issued shares.

5.2.2.1 Rights of Shares

Each ordinary share shall confer on the holder (a) the right to vote at meetings of shareholders and on a poll to cast one vote for each share held; (b) subject to the rights of any other class of shares, the rights to an equal share in dividends and other distributions made by the Company; and (c) subject to the rights of any other class of shares, the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.

5.2.2.2 Division of Shares

On 24 April 2024, the shares issued by Emtel has been divided so that as at the date of this Prospectus, the total number of shares issued by the Company is 455,400,000 ordinary shares of no-par value.

5.2.3. Form of Shares

The Shares will be converted to uncertificated form. Legal ownership of the Shares will be reflected in dematerialised form and this shall constitute the definite evidence of the title of ownership of the shareholder to the number of shares.

5.2.4. Alteration in the capital of Emtel

No alteration has been made to the stated capital of Emtel within the two (2) years immediately preceding the issue of the Listing Particulars.

5.2.5. Investment in Subsidiaries

Emtel owns a 100% shareholding in Emtel MFS with a paid-up capital of MUR5 million.

In 2020, Emtel acquired EMVision for a purchase consideration of MUR1.15 billion representing 90% of the stated capital of that company.

In 2021, Emtel has set up Emtel Technopolis in which it has 100% shareholding, with a stated capital of MUR50 million.

5.3. Products and Services

The Company offers a broad range of ICT solutions to both individual consumers (including homes) and business users. Within the customer demographic, 80% constitute individual subscribers (including homes), while 20% are comprised of corporate entities and small-to-medium-size enterprises.

5.3.1. Consumer Products and Services

- **Mobile:** Mobile services including Voice, SMS, Value Added Services ("**VAS**"), mobile internet including 2G, 3G, 4G, 4G+ and 5G, as well as International Long Distance ("**ILD**") and Roaming.
- **Voice:** Includes local calling options, and tailored bundles for both pre-paid and post-paid customers.
- **SMS:** Local and international SMS, which remains a service of great importance to local consumers with basic feature phones.
- **VAS:** Includes top-up services, advancing amounts for airtime, and/or unlimited calls, all valid for a specified duration.
- **Mobile internet:** Emtel provides 2G, 3G, 4G, 4G+ and 5G connectivity to both pre-paid and post-paid subscribers in Mauritius, with data connectivity also provided to Rodrigues and Agalega. The Company's 4G and 5G network covers approximately 98% and 78% of the population of Mauritius, respectively.[1]
- **ILD:** This enables consumers to make voice calls beyond the borders of Mauritius at competitive rates.

1 Company Information

Overview of the Company (Continued)

- **Roaming:** Emtel extends roaming coverage to both pre-paid and post-paid subscribers, offering transparent rates and recharge flexibility. Pre-paid users can recharge via scratch cards, internet banking or the Emtel App. Post-paid subscribers enjoy a monthly adjustable roaming limit, complemented by "Near Real-Time Charging" for efficient usage monitoring. Roaming is available for travellers to over 100+ countries. Roaming services contributed 3% to the Company's gross revenue in FY23. Emtel has also launched a travel eSIM offering, complementing its traditional roaming services.
- **Home internet:** The Company offers high speed wireless home internet through 4G, 4G+ and 5G compatible routers called "Airbox", available on both pre-paid and post-paid plans. The Company also provides Fibre internet to multi-unit dwellings.
- **Financial services / FinTech:** Emtel provides online mobile payment and transactions services through its application, blink.
- **Pay TV and related media content:** Through its subsidiary MC Vision, the Company offers Pay TV services and related media content to consumers across Mauritius, Rodrigues and Agalega.

5.3.2. Enterprise Products and Services

- **Enterprise:** The Company offers various enterprise services including local and international private links, enterprise internet, managed LAN and WiFi, cloud PABX, Work Area Recovery (WAR) seats, fixed voice services, cloud services and 5G for business.
- **Data centres:** Emtel offers data centre services to businesses in need of a secure infrastructure for their co-location requirements. Its state-of-the-art Data Centre is strategically located, providing businesses with reliable solutions for their critical systems, data storage and recovery needs. Emtel's Data Centre is ideally positioned as an enabler for cloud services, and potential future applications such as Artificial Intelligence.
- **Network and connectivity:** The Company provides enterprise subscribers with local and international optical fibre internet connectivity, utilising a robust submarine cable system for global network access. As the founding member of the METISS submarine cable, Emtel connects Mauritius, Reunion Island, Madagascar, and South Africa. Emtel has capacity on all submarine cable systems out of Mauritius viz METISS, LION (LION1 and LION2), SAFE and MARS. Emtel is a consortium member of METISS and LION2.
- **Bulk messaging:** Business customers can seamlessly integrate Emtel Bulk Messaging into their ecosystem. This service offers customisable information and automated messages, allowing easy modifications to align with the specific needs of the business profile.
- **Cyber security solutions:** Emtel provides cybersecurity solutions to bolster online security for businesses, including the Secure Access Service Edge ("**SASE**"), a cloud-based security solution. SASE enables enterprises to securely transport information across locations and devices, ensuring a resilient defence against cyber threats.
- **Satellite connectivity:** Through its subsidiary, Emtel Technopolis, the Company offers ground-based satellite communications and connectivity to, *inter alia*, the airborne and maritime industry.

5.4. Brand Values

Emtel's core values as set out below guides its day-to-day decisions and activities.

- **Foresight:** Emtel aims to understand the needs of its customers and communities, and is able to visualise a better future and bring it to reality through diligent planning.
- **Integrity:** As one Group, Emtel is known for always doing what it says it will. Through honesty, fairness and respect, Emtel aims to build long-term relationships with all its stakeholders.
- **Responsibility:** Emtel maintains that success is not only reflected in the bottom line but also in the positive impact it has on communities and the environment.
- **Passion:** Emtel has the passion required to bring its vision to life, to inspire success and build a better tomorrow for its customers, company, country and people.
- **Openness:** The Company is open and inclusive, always willing to learn from others and always demonstrating respect for different cultures, beliefs and ideas.

5.5. Distribution and Sales Initiatives

5.5.1. Distribution Channels

Emtel makes efficient use of its distribution channel to ensure its products reach end customers in a timely and cost-effective manner. These channels, based on the intensive distribution model, include a network of Freelance Distributors and Retailers involved in the logistics process of fulfilling the accessibility and availability of local and tourist SIM cards, Airtime and Data Packages in Mauritius, Rodrigues and Agalega. The latter are grouped into two (2) categories which are the Traditional Trade, made up of general retail stores, convenience stores, mobile shops, food outlets and market stalls and Organised Trade comprising mainly of Super Markets, Banks, Hotels and White Goods Dealers. Emtel leverages technology tools to improve the ease of ordering, payment and delivery to its distributors and the management of out-of-stock situations on the trade.

The Company also operates 18 company-owned and operated showrooms providing extended retail services such as high speed 5G internet connectivity, TV offers through MCVision, prepaid and post-paid connections and subscription to our mobile payment app, blink. This network also includes a counter at the Airport which caters for inbound visitors' needs for mobile telephony and high-speed internet services. Online recharge services are also available through banks, e-commerce platforms and through blink.

Building strong relations with channel partners is key to our business. The Company has a team dedicated to providing support, training, and participation in events with our channel partners and resellers. It has a scheme whereby it recognises achievement and provides incentives to motivate partners to promote and sell the Company's products. This team also provides branding elements and Point of Sales material providing information to purchase the Company's products and services. As of December 2023, Emtel operates +630 SIM selling outlets and +5,300 airtime recharge outlets.

Table 3: Emtel Showroom Locations

1	Bagatelle Mall
2	Bel Air Rivière Sèche
3	Cascavelle Mall
4	Chemin Grenier
5	Curepipe Arcades Currimjee
6	Goodlands
7	Grand Bay Coeur De Ville
8	Phoenix Mall
9	Grand Baie La Croisette Mall
10	Tribeca Mall
11	Flacq Coeur De Ville
12	Mahebourg
13	Port Louis
14	Riche Terre
15	Rodrigues
16	Rose Belle Plaisance Shopping Village
17	Rose Hill
18	Beau Plan Mahogany Mall

5.5.2. Corporate Sales Programmes and Initiatives

Emtel's Enterprise Business relies on its key assets, including its network infrastructure, Data Centre, submarine cables, local fibre, and wireless infrastructure. It serves various sectors such as ICT/Business Process Outsourcing ("**BPO**"), Banking and financial services, Manufacturing, Hospitality, Government, Carriers, and SMEs, tailoring products and solutions for each.

A dedicated team of pre-sales engineers, account managers, promoters, and partners ensure personalised service and ongoing relevance to evolving customer needs. Emtel prioritises compliance with regulations, providing managed services with well-defined Service Level Agreements (SLA) to ensure customer control and protection of critical networks and data.

Emtel employs a targeted marketing approach, leveraging events and trade shows to promote their products, services, and solutions. Most services are governed by SLAs, with a 24/7 Help Desk addressing customer requests promptly. Emtel emphasises innovation and agility, integrating new knowledge and talent into its ecosystem and enabling innovative resellers to offer standalone or joint solutions. Customer feedback, gathered through surveys and validated through iterative processes, drives continual improvement, with Emtel prioritising customer-centricity.

5.6. Corporate Strategy and Medium-term Outlook

5.6.1. Corporate Strategy

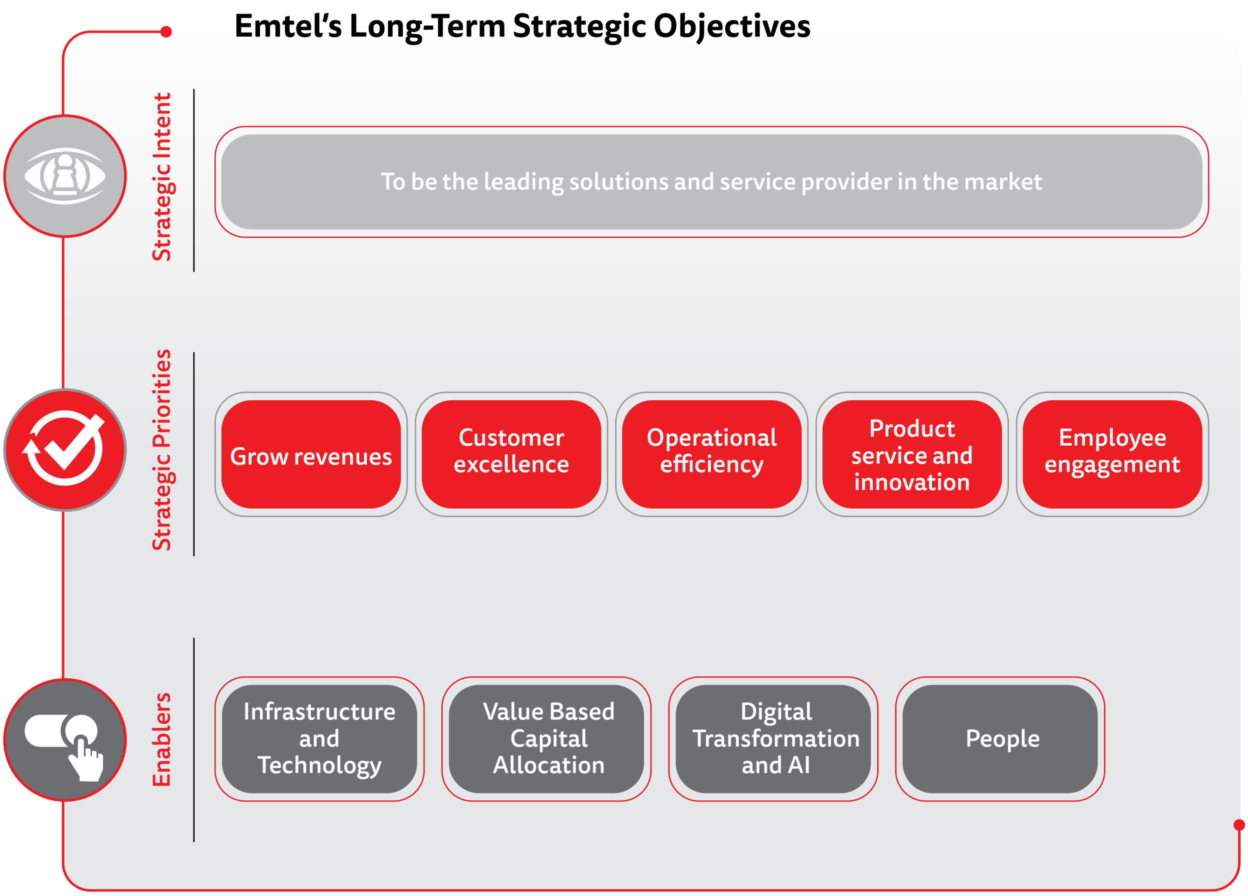
Over the years, Emtel has directed investment flows to its infrastructure, technical expertise, distribution channels and customer relationships to ensure the Company remains ahead of the technological curve. The Company continues to leverage these assets to explore new areas of growth beyond traditional telecommunication services. Emtel has diversified into a range of business-to-business ("**B2B**") and business-to-consumer ("**B2C**") solutions and began servicing various customer segments (enterprises, home, smart cities), penetrated the FinTech space and built the foundations of a Technology Park that will serve as a springboard for future innovation, research and development.

Backed by this diversified and innovative model, Emtel is accelerating its transformation into the leading ICT solutions and service provider in the market, dedicated to using its knowledge and expertise to the benefit of the Mauritian economy and society.

Emtel's long-term strategic objectives include the following:

- Embracing innovation and investing in new areas of growth through the lens of sustainability; by leveraging the existing customer base and working with suppliers.
- Expanding investments in 5G for Mauritius with the target for island-wide coverage to be achieved by the end of 2025.
- Introducing new services backed by the 5G infrastructure.
- Growing and diversifying the FinTech business beyond payments.
- Prioritising the continuous development and enhancement of employees' skills and talents to foster a dynamic and thriving organisational culture.

Figure 5: Emtel's Long-Term Strategic Objectives



- **Mobile**

  The mobile data segment is a continuously growing area and is poised for further growth as Emtel continues to leverage its 5G network coverage which services 78% of the population, the widest coverage in Africa. The certification of 'The Fastest Mobile Network in Mauritius' by Ookla in 2023 gives further impetus to data adoption and usage, and Emtel as a leading mobile data provider.

- **Home Market**

  With circa 80% of population coverage under the 5G network, Airbox 5G ULTRA FAST home internet is a game changer for the local market. Airbox was initially proposed as plug-and-play service for internet service but has since been extended to include TV bundle services which is complemented by a rich content offering in sports, movies and on demand programming.

- **Enterprise**

  The enterprise segment represents a promising segment for growth, as Emtel continues to introduce new services to supplement its existing enterprise services to cater for SOHO, SME's and big enterprises. Its ANSI TIA 942 rated 3 certified Data Centre facilities, which boast a 99.98% uptime coupled with submarine cable capacity – ideal for business continuity, disaster recovery and hosting services – continues to attract local and international companies.

  Emtel is rightly positioned to tap into the cybersecurity segment in light of increasing awareness of cyberattacks and cyber risk.

Overview of the Company (Continued)

Beyond Telecom

- **FinTech**

  Launched in 2022 under the brand name blink, Emtel's mobile payment app has shown strong growth and performance with transactions value crossing MUR3 billion in 2023. blink is a universal payment app that works for any smartphone user with a Mauritian bank account from any mobile network and is rightly positioned alongside the government's vision of making Mauritius a digital economy, and of progressing towards a cashless society. blink is more than just a local payment app and will be further enhanced to tap into the multiple opportunities in the FinTech industry. As of December 2023, blink has more than +13,000 30-day active users and has onboarded over +4,800 outlets.

  Very recently, Unified Payments Interface ("**UPI**") was launched in Mauritius, and Emtel is very proud to be part of Mauritius's UPI journey. As of April 2024. blink is the only payment service provider ("PSP") licence holder to participate in the UPI service initiative. Accordingly, customers using blink will soon be able to scan the UPI QR codes in India to make payments, thereby minimising the inconvenience of carrying cash and exchanging local currency for Indian Rupees.

  In a similar manner, Emtel is working to make blink an app that can be used internationally. In the local landscape, blink continues to grow its merchant, customer and biller ecosystems.

- **Technopolis**

  Technopolis is the first of its kind regional satellite ground station for a leading LEO satellite company, Eutelsat OneWeb. Technopolis owns a significant portion of land, aimed at being developed into a Technology Park which will host enabling infrastructure for start-ups and tech companies. Technopolis is also ideally positioned for future data centre services and submarine cable landing station facilities and solar farms.

Macroeconomic Environment

- Despite the current macroeconomic environment remaining uncertain as a result of numerous geopolitical and global factors, the Mauritian economy is expected to grow by 4.9% according to the IMF. This is due to a reduction in inflationary pressure, the easing of national monetary policy and a full recovery of the tourism sector.[2] The Bank of Mauritius indicates that in 2023, gross direct investment has risen by 9.5%, driven by investment in real estate and other activities.
- Mauritian households stand to benefit from an improvement in the inflationary environment, particularly in light of the long-term elevated cost-of-living that has troubled the country in recent years. At the same time, Emtel is expected to continue facing a volatile forex environment, which will increase its cost base, especially as it rolls out the next phase of its capital-intensive network infrastructure.[2]

5.6.2. Medium-Term Outlook

The tough operating environment has emphasised the necessity for the diversification, digitalisation, and decarbonisation of the Mauritian economy to enable future growth. In this context, Emtel remains committed to the vision of enabling a smarter, digitally-driven, and more sustainable future. More specifically, Emtel's priorities are to:

- meet the growing demand for mobile internet services by putting in place the required infrastructure and capabilities;
- attract and grow the talents of employees;
- continue to expand its 5G network, aiming to cover the island by end-2025;
- leverage the synergies of Home Broadband and entertainment;
- meet the expectations of the market with innovative data packs;
- innovate and pursue expansion into new segments and tap into new business opportunities;
- partner with companies in related industries to offer services that appeal to a wider range of customers;
- continue to capitalise on the growth in data centre requirements, cloud adoption and cybersecurity for the enterprise segment to enable businesses to ascertain the continuity of their operations through reliable and secure solutions;
- make digital and green transformation a top priority and growth engine; and
- enhance its mobile payment app blink with more features, and turn it into more than just a payment app.

2 IMF Press release, 23 February 2024, Fitch Data as at 12 December 2023
3 Emtel Integrated Report (2022), p.69

5.7. Summary of Projected Financial Information and Projected Key Ratios

Key Forecast Assumptions

5.7.1. Basis of preparation and accounting policies

The consolidated condensed projected financial information of the Group for the years ending 31 December 2024, 2025 and 2026 have been prepared in accordance with International Financial Reporting Standards ("**IFRS Accounting Standards**") and interpretations issued by the IFRS Interpretations Committee ("**IFRIC**") consistent with the summary of material accounting policy information described in the reporting accountant report in Section 13 of this Prospectus.

5.7.2. Disposal of stake in MC Vision Ltd ("MCV")

The disposal of the stake in MCV is as a result of the changing environment in the Pay TV industry. Emtel's strategy going forward is to focus on technology, with more emphasis on data services (mobile data, high speed home internet and enterprise services), enterprise business solutions, FinTech and Space Economy. The collaboration with MCV shall continue and will consist of proposing content along with Emtel's home internet products, shared services for customer interventions, technical services and sharing of showrooms amongst others.

The disposal of the stake in MCV has been taken into consideration in the financial projection following the share purchase agreement signed with the buyer. The transaction is expected to be completed by end of December 2024 after the necessary regulatory approvals.

The deconsolidation of MCV has been projected in FY2024 and estimated profit on disposal of the subsidiary of MUR1,45 billion has been recorded in the projected income statement in FY2024. The cash proceeds from the disposal amount to MUR1.35 billion, payable in two (2) tranches in FY2024 and FY2025 respectively. The disposal proceeds shall generate extra cashflows which shall enable the Company towards funding its investments activities and also reduce its total debts in FY2024 and FY2025.

5.7.3. Strong Revenue Growth

Top-line revenue growth will be driven by a sustained increase in subscribers and data consumption across Emtel's mobile and home broadband offering, as Emtel realises the benefits of its large-scale investment in rolling out ultra-fast 5G network coverage across Mauritius.

Emtel's Enterprise Business segment is also poised to gain further market share, through leveraging its highspeed internet coverage, fibre connectivity, data centre, submarine cable capacity and continuously introducing new services to supplement existing enterprise services.

Blink, is strategically positioned to drive further revenue growth by capitalising on the increasing adoption of mobile money and the introduction of enhanced functionalities within the blink app.

Emtel Technopolis was established in 2021 with the contract with Eutelsat OneWeb commencing in August 2023, the full effects of this business contribution to revenue are therefore not seen in 2023 revenue but the full revenue will be recognised from 2024 onwards.

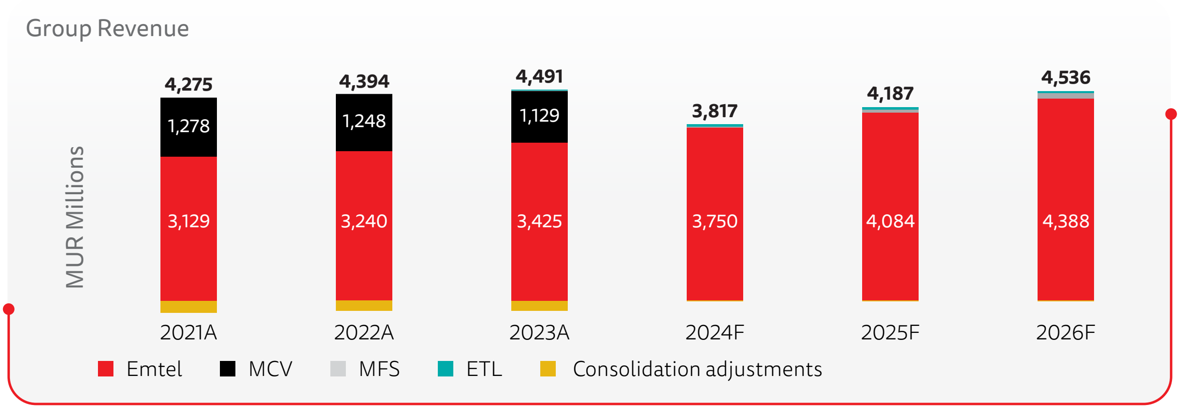
Emtel's other revenue streams include a variety of established sources, including voice revenue, SMS revenue, and device revenue. These traditional lines of income have demonstrated consistency over the review period. However, their relative contribution has gradually decreased as Emtel shifts its focus towards innovation and capitalising on evolving consumer behaviour.

Overview of the Company (Continued)

Key Revenue Drivers:

Key Drivers	2024	2025	2026
Mobile Subscriber Growth (%)	5%	5%	4%
Home Broadband Subscriber Growth (%)	16%	15%	11%
Mobile ARPU Growth (%)	12%	3%	2%
Home Broadband ARPU Growth (%)	9%	13%	3%
Emtel Business Revenue Growth (%)	17%	13%	13%
MFS Active User Growth (%)	171%	30%	22%

Mobile and Home Broadband ARPU growth is driven by the change in revenue mix to higher utilisation 5G mobile data, which offsets the decrease in Voice and 4G ARPU.

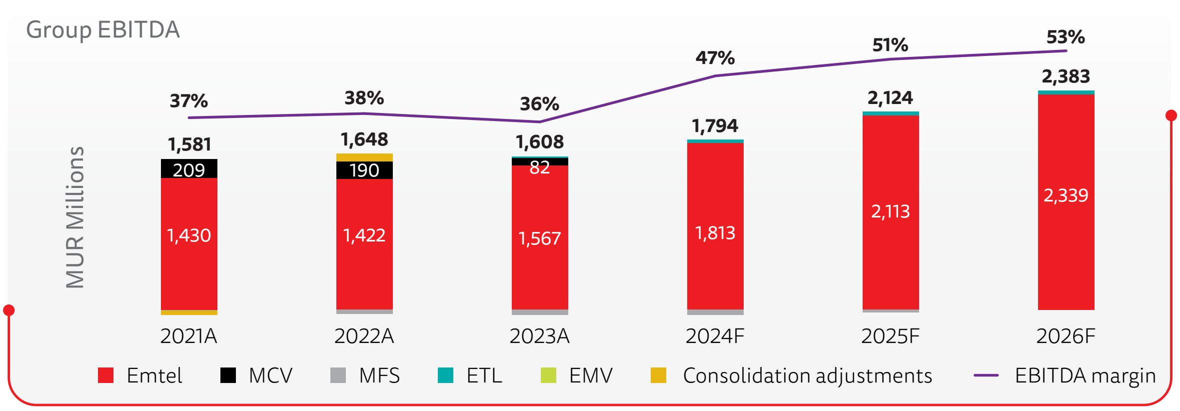


5.7.4. Increased Profitability and EBITDA Margin expansion

Emtel is expected to increase profitability through continued growth of higher margin data services, facilitated by increased deployment of their 5G network coverage across both home and mobile service segments, alongside the strategic expansion into the enterprise sector.

The EBITDA margin grows in the projections due to:

i. the disposal of stake in MCV which was operating at a lower EBITDA margin;
ii. operating expenses are expected to increase year on year principally in line with inflation rate;
iii. efficiency in sales and marketing expenses due the adoption of more online sales and digital marketing and online services.



Further margin expansion is expected as Emtel's emerging businesses, Emtel MFS and Emtel Technopolis, are rapidly attaining scalability. Top-line revenue growth is focused on margin accretive business, this is evident from the EBITDA margin expansion from 2023 EBITDA margin of 36% to 53% at the end of the forecast period.

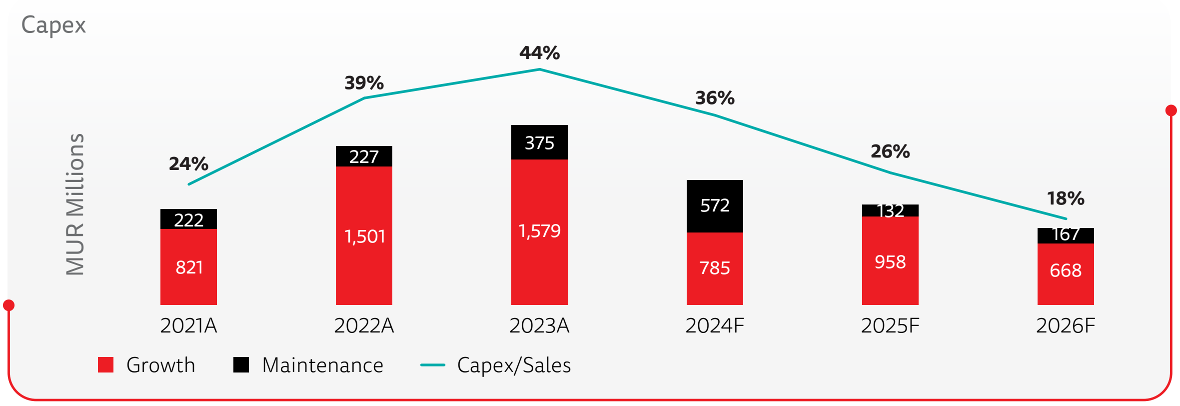
5.7.5. Growth Driven by Significant Investment in Capital Expenditure ("Capex")

The projected capital expenditure to sales ratio during the forecast period is expected to fluctuate between 20-25% as Emtel continue to fund their 5G roll-out and establish Emtel MFS and Emtel Technopolis.

The increase in maintenance capital expenditure during FY2023 and 2024 is attributed to the modernisation and replacement of outdated equipment supporting 2G/3G and 4G network infrastructure and replacement of the billing and customer relationship management systems.

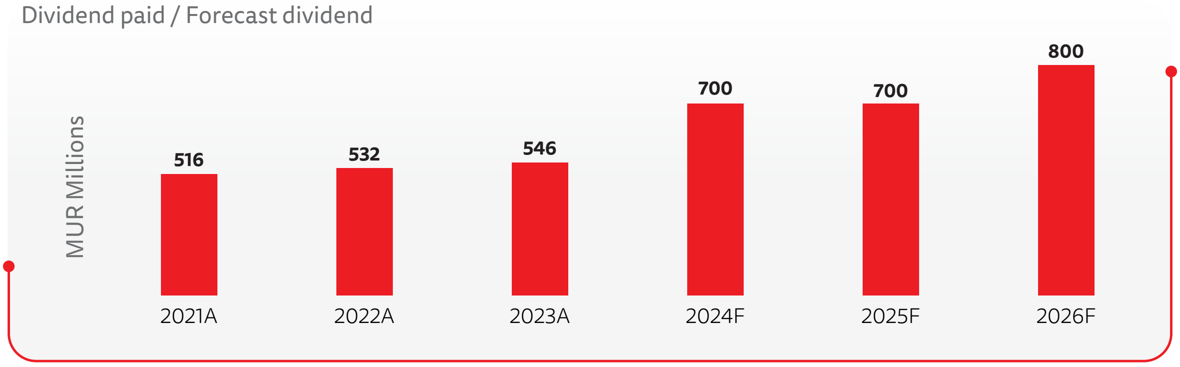
Prior to the historical period (FY2016 – FY2020), Emtel's capex-to-sales was 15-20%. The historical and forecast period under review reflect a high capital cycle where funds were deployed to modernise the network, replace the billing and CRM platforms, deploy 5G infrastructure, spread fibre connectivity around the island, investment in submarine cable systems amongst others.

Beyond 2026, it is anticipated to taper towards a long-term ratio of approximately 11-12% once the 5G roll-out is complete and once Emtel MFS is fully established, accordingly the capex spend is primarily allocated to maintenance of existing infrastructure.



5.7.6. Attractive Dividend Prospects

The growth in EBITDA and the reduction in capital expenditure results into higher free cash flow to equity and therefore strategically position the business to maintain a high dividend payout.



Note: The 2024 total dividend includes MUR130mn that was paid to shareholders in March 2024.

Overview of the Company (Continued)

Condensed Consolidated Income Statement for the years ended 31 December 2021, 2022 & 2023 and Condensed Consolidated Projected Income Statement for the years ending 31 December 2024, 2025 & 2026

	Actual			Projections		
	2021A	2022A	2023A	2024F	2025F	2026F
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Revenue	**4,274,920**	**4,393,506**	**4,491,388**	**3,816,532**	**4,187,013**	**4,536,485**
Direct costs	(1,060,997)	(965,881)	(1,012,744)	(425,001)	(441,861)	(463,868)
Operating costs and expenses	(1,648,475)	(1,787,654)	(1,884,438)	(1,667,623)	(1,700,350)	(1,777,939)
Other income	15,893	8,127	13,439	69,983	78,954	87,874
EBITDA	**1,581,341**	**1,648,098**	**1,607,645**	**1,793,891**	**2,123,756**	**2,382,552**
Depreciation and amortisation	(881,476)	(888,498)	(979,931)	(874,918)	(933,045)	(951,576)
Other gains	4,284	105,826	105,151	152,550	–	–
Solidarity levy on revenue	(47,142)	(50,368)	(53,193)	(39,670)	(41,510)	(44,579)
Operating profit	**657,007**	**815,058**	**679,672**	**1,031,853**	**1,149,201**	**1,386,397**
Finance costs	(172,995)	(189,384)	(226,516)	(281,199)	(281,828)	(273,681)
Profit before tax	**484,012**	**625,674**	**453,156**	**750,654**	**867,373**	**1,112,716**
Tax Expense	(134,355)	(115,853)	(138,655)	(220,776)	(223,932)	(272,593)
Profit for the year	**349,657**	**509,821**	**314,501**	**529,878**	**643,441**	**840,123**
Discontinuing operations						
Loss from discontinuing operations for the year	–	–	–	(51,121)	–	–
Gain on sale of investment in subsidiaries	–	–	–	1,454,072	–	–
Total profit for the year from operations	**349,657**	**509,821**	**314,501**	**1,932,829**	**643,441**	**840,123**
EBITDA Margin	37%	38%	36%	47%	51%	53%

Revenue is expected to grow at a Compound Annual Growth Rate ("**CAGR**") of c. 9% (FY2024 – FY2026), to reach MUR4.5bn in 2026. Additionally, EBITDA margins are expected to increase from 36% in 2023 to 53% in 2026.

The contemplated disposal of MCV in FY2024 has been accounted for under IFRS 5 as discontinuing operation.

Condensed Consolidated Statement of Financial Position as at 31 December 2021, 2022 & 2023 and Condensed Consolidated Projected Statement of Financial Position as at 31 December 2024,2025 & 2026

The Condensed Statement of Financial Position as at 31 December 2021, 2022 & 2023 have been presented in a Pro forma Format which is used for management business review purposes..

	Actual			Projections		
	2021A	2022A	2023A	2024F	2025F	2026F
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Non-current assets						
Property, plant and equipment & intangible assets	3,950,949	4,272,576	5,361,060	5,475,815	5,783,920	5,810,733
Right-of-use assets	752,062	976,961	876,076	797,999	751,349	712,485
Other non currents assets	1,153	2,935	1,229	22,048	22,048	22,048
	4,704,164	**5,252,472**	**6,238,365**	**6,295,862**	**6,557,317**	**6,545,266**
Current assets						
Cash and cash equivalents	128,472	772,290	281,203	272,057	253,063	94,684
Current assets	573,553	652,286	684,466	1,452,247	689,158	728,406
	702,025	**1,424,576**	**965,669**	**1,724,304**	**942,221**	**823,090**
Liabilities						
Trade and other payables	1,016,056	1,423,326	1,799,785	1,007,992	1,008,448	1,020,237
Tax liabilities	355,191	379,636	485,652	505,691	556,582	644,857
	1,371,247	**1,802,962**	**2,285,437**	**1,513,683**	**1,565,030**	**1,665,094**
Capital employed	**4,034,942**	**4,874,086**	**4,918,597**	**6,506,483**	**5,934,508**	**5,703,262**
Debt	2,913,656	3,519,025	3,834,983	4,241,562	3,792,187	3,601,562
Bank overdraft	2,579	–	5,214	23,997	23,064	23,816
Lease liabilities	810,451	1,050,861	962,463	888,851	823,742	742,246
Net assets	**308,256**	**304,200**	**115,937**	**1,352,073**	**1,295,515**	**1,335,638**

The increase in debt from FY2021 – FY2024 is attributable to the financing of capital expenditure. Debt decreases from FY2025 onwards as the Group utilises growing operational cash flows and the proceeds from the MC Vision disposal to de-gear the balance sheet.

The increase in net assets across the forecast period is driven by growth in revenue and margin expansion as Emtel's capital expenditure into 5G and network modernisation yield returns and the subsidiaries mature.

Overview of the Company (Continued)

Condensed Consolidated Statement of Cash Flows for the years ended 31 December 2021, 2022 & 2023 and Condensed Consolidated Projected Statement of Cash Flows for the years ending 31 December 2024, 2025 & 2026

	Actual			Projections		
	2021A	2022A	2023A	2024F	2025F	2026F
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Net cash generated from operating activities	1,321,185	1,378,099	1,528,909	1,173,191	1,442,547	1,683,133
Net cash from investing activities	(1,534,450)	(598,494)	(1,618,598)	(1,026,432)	(311,234)	(851,639)
Net cash used in financing activities	585,678	452,174	149,287	525,313	(449,375)	(190,625)
Free cash flow to equity	**372,413**	**1,231,779**	**59,598**	**672,072**	**681,938**	**640,869**
Dividend payments	(609,791)	(568,864)	(546,060)	(700,000)	(700,000)	(800,000)
Net movements in cash	**(237,378)**	**662,915**	**(486,462)**	**(27,928)**	**(18,062)**	**(159,131)**
Opening cash balance	374,930	125,893	772,290	275,989	248,061	229,999
Exchange gains and losses on cash and cash equivalents	(11,659)	(16,518)	(9,839)	–	–	–
Closing cash balance	**125,893**	**772,290**	**275,989**	**248,061**	**229,999**	**70,868**

Free cash flow to equity steadily increases over the period providing adequate cash flow to pay dividends to shareholders.

Key Investor Ratios

	2021A	2022A	2023A	2024F	2025F	2026F
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
EBITDA margin	37%	38%	36%	47%	51%	53%
EBITDA growth	4%	4%	(2%)	12%	18%	12%
Capex to sales ratio	24%	39%	44%	36%	26%	18%
Operating profit margin	15%	19%	15%	27%	27%	31%
Profit before tax margin	11%	14%	10%	20%	21%	25%
Profit after tax margin	8%	12%	7%	14%	15%	19%
Return on capital employed	16%	17%	14%	16%	19%	24%
Adjusted Earnings Per Share	MUR 0.77	MUR 1.12	MUR 0.69	MUR 1.16	MUR 1.41	MUR 1.84
Adjusted Dividends Per Share	MUR 1.13	MUR 1.17	MUR 1.20	MUR 1.54	MUR 1.54	MUR 1.76
Net debt to EBITDA	1.8x	1.7x	2.2x	2.2x	1.7x	1.5x
Gearing ratio	90%	92%	97%	76%	75%	73%
Adjusted Net Assets Value Per Share	MUR 0.68	MUR 0.67	MUR 0.25	MUR 2.97	MUR 2.84	MUR 2.93

The Earnings per share has been adjusted for the historical period following the share split exercise disclosed in Section 11.2 of this Prospectus.

4 For the purpose of the statement of cash flows, the closing cash balances exclude restricted cash amounts

Adjusted Condensed Consolidated Income Statement for the years ended 31 December 2021, 2022 & 2023 and Condensed Consolidated Projected Income Statement for the years ending 31 December 2024, 2025 & 2026

The adjusted condensed consolidated income statement for the historical period have been adjusted to exclude the financial performance of MCV as a continuing operation and hence, MCV is shown separately under discontinued operations. The adjustment ensures a consistent comparison with Emtel's performance and evidences the projected growth for the Group in the forecast period post the disposal of MCV.

	Actual			Projections		
	2021A	**2022A**	**2023A**	**2024F**	**2025F**	**2026F**
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Continuing operations						
Revenue	**2,997,232**	**3,145,888**	**3,362,836**	**3,816,532**	**4,187,013**	**4,536,485**
Direct costs	(414,058)	(332,645)	(353,117)	(425,001)	(441,861)	(463,868)
Operating costs and expenses	(1,204,432)	(1,329,081)	(1,466,061)	(1,667,623)	(1,700,350)	(1,777,939)
Other income	(6,399)	(25,744)	(18,018)	69,983	78,954	87,874
EBITDA	**1,372,343**	**1,458,418**	**1,525,640**	**1,793,891**	**2,123,756**	**2,382,552**
Depreciation and amortisation	(706,320)	(710,951)	(805,006)	(874,918)	(933,045)	(951,576)
Other gains	(23,323)	86,214	90,523	152,550	–	–
Solidarity levy on revenue	(47,142)	(50,368)	(53,193)	(39,670)	(41,510)	(44,579)
Operating profit	**595,558**	**783,313**	**757,964**	**1,031,853**	**1,149,201**	**1,386,397**
Finance costs	(153,795)	(166,404)	(206,463)	(281,199)	(281,828)	(273,681)
Profit before tax	**441,763**	**616,909**	**551,501**	**750,654**	**867,373**	**1,112,716**
Tax Expense	(128,970)	(115,500)	(157,472)	(220,776)	(223,932)	(272,593)
Profit for the year	**312,793**	**501,409**	**394,029**	**529,878**	**643,441**	**840,123**
Discontinued operations						
Profit/(loss) from discontinued operations for the year	36,864	8,411	(79,528)	–	–	–
Loss from discontinuing operations for the year	–	–	–	(51,121)	–	–
Gain on sale of investment in subsidiaries	–	–	–	1,454,072	–	–
Total profit for the year from operations	**349,657**	**509,820**	**314,501**	**1,932,829**	**643,441**	**840,123**
EBITDA Margin	46%	46%	45%	47%	51%	53%

5.8. Overview of key operational licences

The Company has endeavoured over the years to obtain spectrum licences to be able to offer a variety of services and make Mauritius an example of a country offering innovative and leading services.

The key operational licences issued by the ICTA and held by Emtel are listed below.

Table 4: Operational Licences

Commercial Licence	Licence No.	Date acquired / Renewed	Validity
Public Land Mobile Network (PLMN)	C.03/2022/011	06-Dec-22	05-Dec-27
Public Switched (fixed) Telephone Network (PSTN)	C.02/2011/001	01-Jul-11	30-Jun-26
International Long Distance (ILD) network	C.04/2021/010	15-Dec-21	14-Dec-26
Internet Service Provider (ISP)	C.08/2022/008	13-May-22	12-May-27
Dealers Licence	E/2020/997	21-Dec-20	20-Dec-25

MC Vision is licensed to establish and operate subscription television direct-to-home satellite broadcasting and rebroadcasting services in terms of the licence issued by the Independent Broadcasting Authority ("**IBA**") in July 2022. This licence is valid for five (5) years.

Emtel MFS received a licence from the Bank of Mauritius on 29 April 2022, which allows for:

i. receipt of payment transactions; and

ii. payment initiation services.

These licences are key in enabling Emtel to operate legally and to offer a comprehensive range of services to consumers.

5.9. Overview of Spectrum Authorisations

5.9.1. Mobile Spectrum Licences

Mobile services in Mauritius operate in certain frequency bands using various technical standards. Mobile spectrum is of paramount importance to mobile operators and the telecommunications industry as a whole. The table below shows the network spectrum licences granted to Emtel:

Table 5: Mobile Spectrum Licences

Licences	Date Acquired	Validity	Frequency Band
Network Spectrum Licence – SPL.1	24-Nov-08	Valid till 5 Dec 2027	900 MHz
Network Spectrum Licence – SPL.1	08-Jul-21	Valid till 7 Jul 2036	800 MHz
Network Spectrum Licence – SPL.2		Valid till 5 Dec 2027	1800 MHz, 2100 MHz, 2600 MHz
Network Spectrum Licence – SPL.2 (5G)	09-Sep-21	Valid till 8 Sep 2036	2600 MHz

5.9.2. Fixed Radio Spectrum Licences

Fixed radio spectrum licences are essential for the operation of point-to-point microwave links and for establishing resilient and high-capacity transmission wireless links between Emtel cell sites. The use of licensed spectrum mitigates interference risks, guaranteeing uninterrupted and high-quality communication essential for diverse applications. Emtel currently holds a total of 397 fixed radio spectrum licences.

5.9.3. Station and Apparatus Licences

Emtel also holds three Earth (RA16) licences, 68 Extended Radio-based Private Network Device (RA19) licences, 1 TCR Satellite Earth Station (RA17) licence and two (2) Private Mobile Radio Apparatus (RA43) licences.

5.10. Overview of Shared Group Services

Emtel has the following shared Group services:

- CJ provides business support services which include human resources services; legal services and strategic finance.
- Emtel provides management and business support services to MC Vision, which include strategic management, accounting and financial services, network and IT.

5.11. Network and IT overview

5.11.1. Network overview

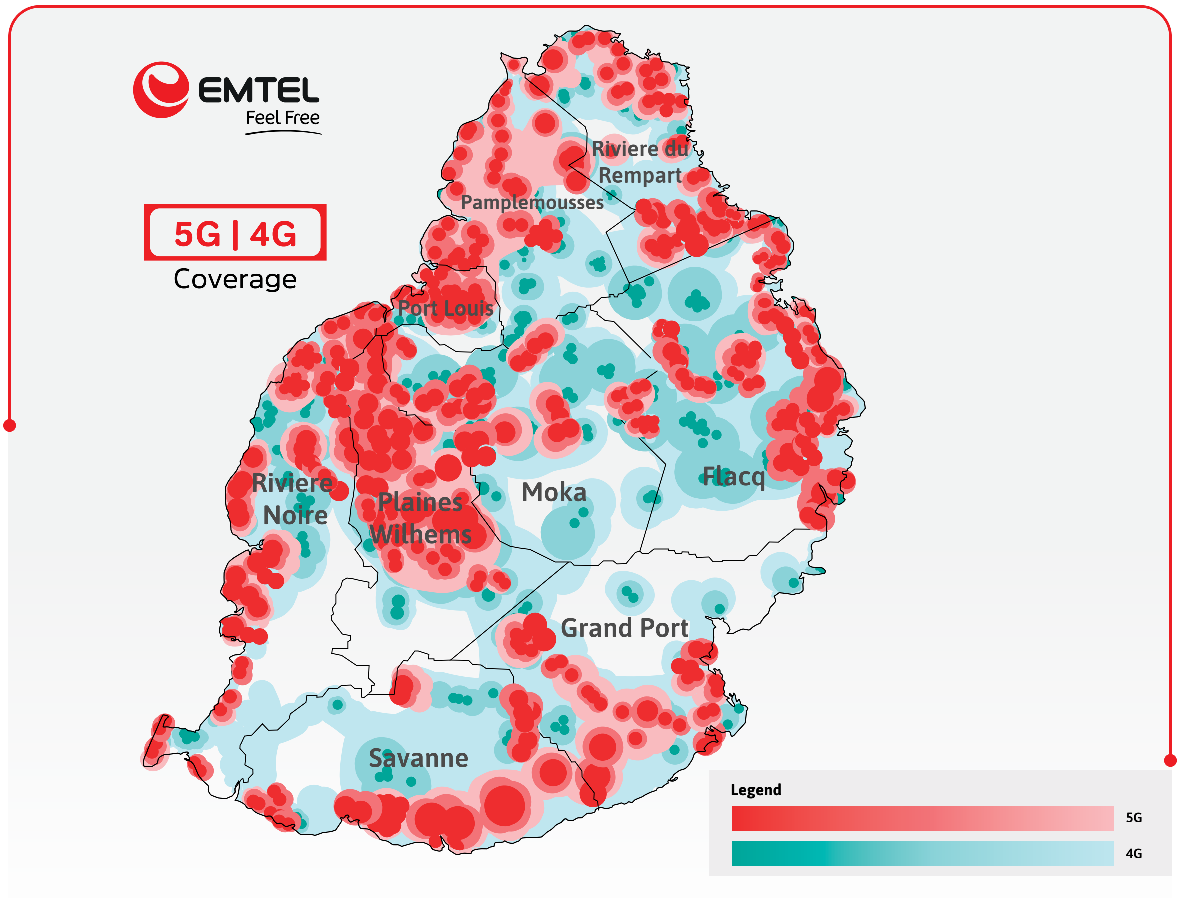
Emtel operates in Mauritius, Rodrigues, and Agalega and is the only operator to serve all three (3) islands as of April 2024. The Company's robust and recently modernised infrastructure, along with island-wide 5G deployment, exemplifies its commitment to providing excellent service to all residents of the Republic of Mauritius and surrounding islands.

Table 6: Network Coverage

Site type	Population Coverage
5G	78.0%
4G	97.7%
3G	94.6%
2G	97.8%

Emtel provides nationwide coverage to 97.8% of the population with 482 sites, 323 of these sites being 5G enabled. The 5G coverage stands at 78% with plans to reach nationwide coverage by 2025. A map detailing Emtel's coverage across Mauritius is represented below:

Figure 6: Emtel Coverage Map



Overview of the Company (Continued)

Table 7: Emtel Sites

Number of Physical sites	Count	% of sites
Connected to Fibre	311	64.5%
Connected to Microwave	169	35.1%
Connected on VSAT	2	0.4%

Emtel's 482 sites are a combination of 392 own sites and 90 shared sites, where it co-locates with other operators. All Emtel's sites have a long-term renewable lease agreements with individual landowners. This ensures distributed risk in operations. Emtel's infrastructure is built to sustain the cyclonic conditions with prescribed tower loading to sustain wind up to 300kmph. The network is managed and monitored by a skilled set of engineers, technicians, and a 24-hour, 7-day-a-week network operations centre. The Company also has 618km (as of March 2024) of in-country fibre, providing connectivity to Emtel's cell sites, as well as to the business areas.

Emtel has been operating an ANSI TIA 942 Rated 3-carrier-neutral Data Centre since 2012. The Data Centre hosts critical Emtel equipment and many major national and international customers. Emtel also has international connectivity through 142Gbps of capacity over the three (3) sub-marine cables, namely SAFE, LION/ LION2, and METISS. Emtel is a consortium member of the METISS and LION cable systems. The Company has agreements and capacity on onward cable systems like EQUIANO, PEACE, SEACOM, SAT3, EIG, TEAMS, and SMW, thus ensuring redundancy and availability for its retail and business customers. Emtel's network delivers an average of 517TB of data per day, which amounted to 180PB of data consumed in 2023. Emtel's Data Centre is ideally positioned as an enabler for cloud services, and potential future applications of Artificial Intelligence.

5.11.2. IT overview

Emtel's operational foundation relies on a robust IT infrastructure that can guarantee efficiency, reliability, and security across all IT systems, particularly its critical platforms like billing and customer relationship management systems. Emtel prioritises the utilisation of unique licences for its software, not only to meet legal obligations, but also for effective software management and tracking of software assets. This strategy enables Emtel to maintain accurate inventories, streamline software updates, and uphold compliance with licence agreements.

Moreover, Emtel's IT policy incorporates stringent measures to ensure International Organization for Standardization ("**ISO**") compliance throughout its IT infrastructure. Emtel strictly adheres to standards such as ISO9001:2015, encompassing various aspects of information security, data management, and IT governance. Aligning with ISO standards showcases Emtel's commitment to upholding the security and integrity of its IT systems and processes.

5.12. Undertaking from Selling Shareholders

CJ, being a founding member, holds a longstanding relationship with the Company, positively influencing and shaping its strategy and governance. Following the Listing, CJ and ICIL as the Selling Shareholders have undertaken, not to dispose of their shares as further described in Section 6.9 (*Lock-in Period*) of this Prospectus. This demonstrates their commitment to the Company, its management and its prospects.

5.13. Sustainability and Governance

5.13.1. Sustainability

Emtel, We Care

At Emtel, the notion of sustainability means meeting the Company's needs without compromising the ability of future generations to meet their needs. The Company's philosophy "We Care" encapsulates Emtel's commitment towards a cleaner, more inclusive and equitable society by integrating environmental and social considerations in its business operations, decisions, partnerships and day-to-day behaviours.

The Company adopted a new Sustainability Charter in 2023, through which the concept of sustainability and stewardship for future generations has become an integral part of its business strategy and operations, and the Company is constantly striving to ensure its adoption in the organisation.

Our Sustainability Commitment

Emtel's Sustainability Charter outlines its key engagements and summarises the operating principles in terms of which the Company will conduct its business, which include:

1. Managing its operations in a sustainable manner for the wellbeing of future generations;
2. Considering sustainability aspects as an integral part of business strategy and operating methods;
3. Recognising global sustainability challenges and diligently honouring Emtel's responsibility to contribute to the solutions;
4. Engaging and supporting Emtel's customers', employees', partners', the community's and its stakeholders' sustainability initiatives; and
5. Continually monitoring, improving and reporting the Company's sustainability performance transparently and voluntarily.

Sustainability Pillars

Emtel's sustainability framework is based on three (3) pillars which are further translated into actionable strategic drivers:

Environmental Preservation	Social Inclusion	Human Capital
• Addressing Climate Change • Preserving Ecosystems and Natural Resources • Responsible Waste Management • Environmental Stewardship	• Poverty Alleviation • Quality Education • Quality Health	• Inclusive and Fair Working Environment • Employee Safety and Wellbeing • Learning and Competency Development

Through these strategic drivers, Emtel aims to comply with and perform better than required under the applicable statutory requirements. The United Nations Sustainable Development Goals ("**UN SDGs**") serve as a blueprint for the Company's sustainability strategy and Emtel is committed to contributing towards achieving the sustainability targets contained in the sustainability strategy.

The Company also works closely with the Currimjee Group's Environment and Sustainability team and the Currimjee Foundation team.

Overview of the Company (Continued)

Pillar 01: Environmental Preservation

Goal 1: Addressing Climate Change: *Recognising Emtel's contribution to the global phenomenon of climate change and proactively taking effective actions to minimise and offset its greenhouse gas emissions.*

Emtel assessed its carbon footprint to gain an understanding of its direct and indirect contributions to climate change and identified the most carbon-intensive operations. The Green House Gas ("**GHG**") protocol was used to measure the Company's carbon emissions. The assessments covered Emtel's carbon footprint, and based on these baseline emissions, a short-term and long-term decarbonisation strategy has been developed to reduce its carbon emissions in alignment with international standards.

In order to improve Emtel's energy efficiency and increase the use of clean energy sources, several measures have been implemented, including the installation of a solar photovoltaic solution at its main head office and two (2) base stations in Agalega, thereby reducing its reliance on fossil fuels and decreasing GHG emissions.

The renewable energy generated from the implementation of the solar photovoltaic solution for 2023 was 179MWh, which is equivalent to reducing 70 tons of CO2 emissions or 2,102 trees planted.

Goal 2: Preserving Ecosystems and Natural Resources: *Minimising the impact of Emtel's activities on the ecosystems and reducing the pressure on natural resources.*

Emtel invested in several ecosystem restoration programmes and has reduced the use of non-renewable natural resources such as energy, water, fuel and paper. The Company undertook several conservation initiatives in partnership with local NGOs to regenerate its land and marine ecosystems, fauna, flora and other natural resources. Emtel collaborates with the Mauritian Wildlife Foundation at the Grande Montagne Nature Reserve for the conservation and preservation of endemic plants on Rodrigues Island.

In addition, Emtel has collaborated with the Currimjee Foundation and an NGO, Friends of the Environment, for the revegetation of La Citadelle. In 2023, 1,205 plants of 31 species were planted, and this contributes to a total of 10,054 endemic plants planted on 1.5Ha since the start of the project. The purpose behind this project is to recreate a native dry forest and preserve the native biodiversity, which also helps to mitigate the effects of climate change and tackle the challenge of forest fires in the Port Louis region.

Restoration of Marine Ecosystem with NGO Shoals Rodrigues

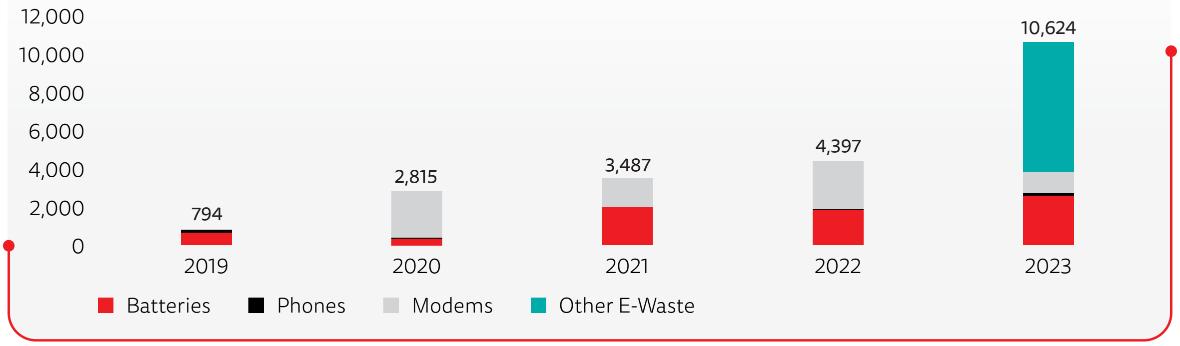
Urgent and sustained actions are required to restore our marine ecosystem, which is degrading due to a combination of pollution, habitat damage and over exploitation. Since 2022, Emtel has invested in four (4) frames for the active restoration, management and preservation of Rodrigues island's coral reefs in collaboration with Shoals Rodrigues and their partner, Bluer Ocean Project. The frames have been deployed at Trou Richard in the North of the island, where four coral species were transplanted. The project involved 140 rubbins transplanted, and after 6 months, around 85% of the corals have survived.

Goal 3: Responsible Waste Management: *Promoting a circular economy model in the local context.*

Emtel implemented a waste management system across its business operations to reduce its waste generation, manage and valorise most of its recyclable waste and, simultaneously, foster a responsible waste management culture in the community at large. Emtel set up a national e-waste recycling initiative in collaboration with an NGO, Mission Verte, which was aimed at providing the local population with a solution for recycling old or damaged mobile phones, tablets, household batteries and accessories. Through this initiative, the Company also aims to encourage the local population to become more responsible when disposing of e-waste.

In 2023, Emtel conducted eight (8) e-waste recycling roadshows across Mauritius to create awareness about the importance of disposing of e-waste responsibly, while also increasing public awareness about disposal of e-waste and the importance of doing so properly. Emtel has collected and sent over ten (10) tons of e-waste to be recycled, adding up to 22 tons of e-waste since the initiative was launched in 2019.

Figure 7: Total volume of E-Waste Collected and Sent for Recycling between 2019 and 2023 (kg)



Goal 4: Environmental Stewardship: *Creating an eco-conscious culture to help achieve common goals for the planet.*

Emtel has historically engaged with its employees, customers and the community at large in its environmental initiatives. The Company organises regular activities to encourage its employees to contribute towards the preservation of the environment, with a successful participation rate of 53% across the Republic in 2023. Emtel also invites stakeholders to participate in its activities.

Through Emtel's collaboration with the NGOs, Mission Verte and Shoals Rodrigues, the Company organised its annual clean-up campaigns in Mauritius and Rodrigues on World Cleanup Day 2023. This allowed the Company to amplify its impact and engage local communities – Sixty (60) ClubMer students joined the Rodrigues clean-up and learned about the importance of protecting and preserving their island.

Overview of the Company (Continued)

Pillar 02: Social Inclusion

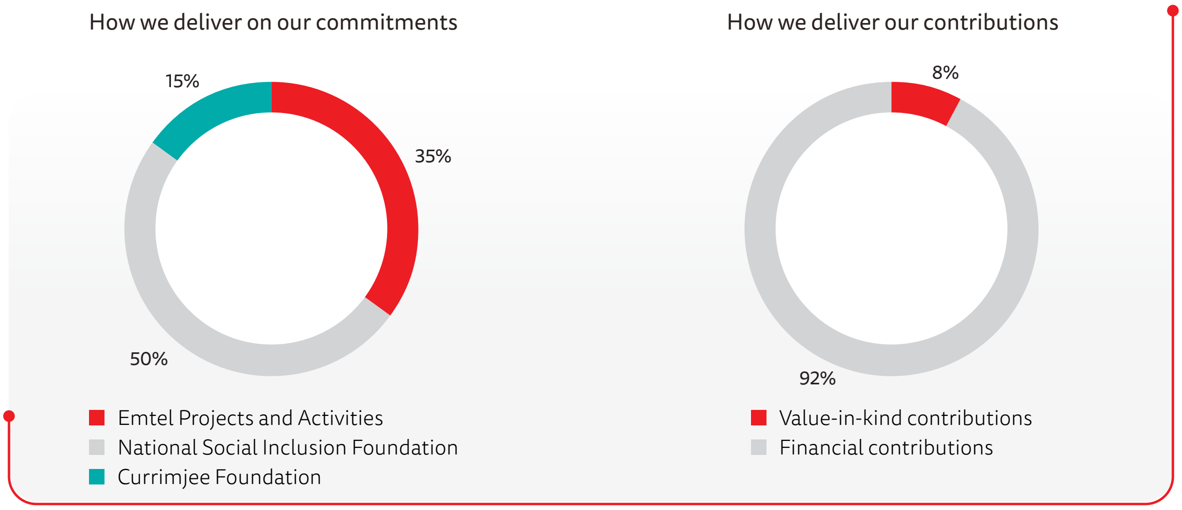
As an active corporate citizen in the community, Emtel has a strong sense of duty to act for the benefit of society.

The last few years, during and after the pandemic in particular, have demonstrated the vital role that Emtel plays in the lives of Mauritians, as a lifeline for people to work, study, connect and stay informed. Emtel focuses on those dimensions that align with its core values and that contribute to improve, uplift and empower the local communities.

To deliver the most positive impact on its communities, the Company has set up an annual CSR fund with the following three (3) types of assistance:

1. Value-in-kind contributions in terms of call services and internet connectivity services to local NGOs/NPOs.
2. Financial contributions towards projects implemented by Emtel and/or local NGOs/NPOs.
3. Giveaways and fundraising events.

Figure 8: Emtel Social Commitments

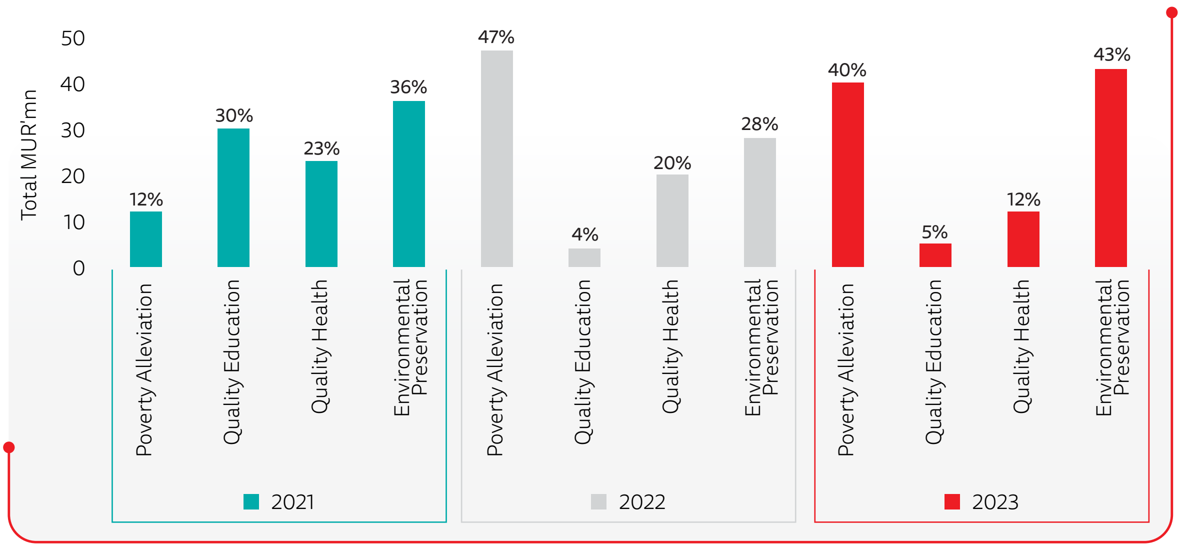


The key highlights of Emtel social commitment for 2023 include:

1. Total of MUR11.35 million invested in social projects, including MUR3.97 million disbursed as Emtel Projects.
2. Supported a total of 44 NGOs / institutions in their projects and activities.

Main areas of intervention: 43% Preserving Ecosystems and Natural Resources; 40% Poverty Alleviation; and 12% Quality Health.

Figure 9: Emtel Projects



Goal 1: Poverty Alleviation: Supporting social and economic development for the society through trust and constructive relationships.

Emtel has invested in sustainable community empowerment programmes for vulnerable groups in society and has provided assistance to the immediate needs of vulnerable families. These include continuous assistance to a number of local NGOs/NPOs in Mauritius, Rodrigues and Agalega islands.

Since 2017, Emtel has engaged in one key initiative "*Enn Zanfan Enn Sourir*" which regroups children from different institutions, who have challenging family backgrounds or socio-economic circumstances, and are in need of childcare and social services. In 2023, the initiative catered for 800 children from more than 23 shelters, orphanages and Special Educational Needs Society Schools across Mauritius, Rodrigues and Agalega, providing them with school materials and celebrating end of year activities to bring a smile.

Goal 2: Quality Education: *Providing access to education to vulnerable groups to ensure sustainable development.*

Emtel has supported educational support schemes for children from vulnerable communities, including literacy programmes and student outreach, for many years. As a responsible service provider, Emtel recognises the power of connectivity and digital inclusion to strengthen communities' educational systems. In this regard, the Company has provided internet connectivity services to support various NGOs/NPOs.

In 2023, Emtel provided internet connectivity to 25 NGOs/NPOs across Mauritius and Rodrigues island, which accounted for 8% of its CSR budget.

In addition, Emtel also supported the NGO, Association Jeunes Inadaptés de Curepipe, in supporting the implementation of various extracurricular activities and adopting an adapted pedagogical programme for the children. This ensured that the children have access to a well-rounded education that is tailored to their specific needs.

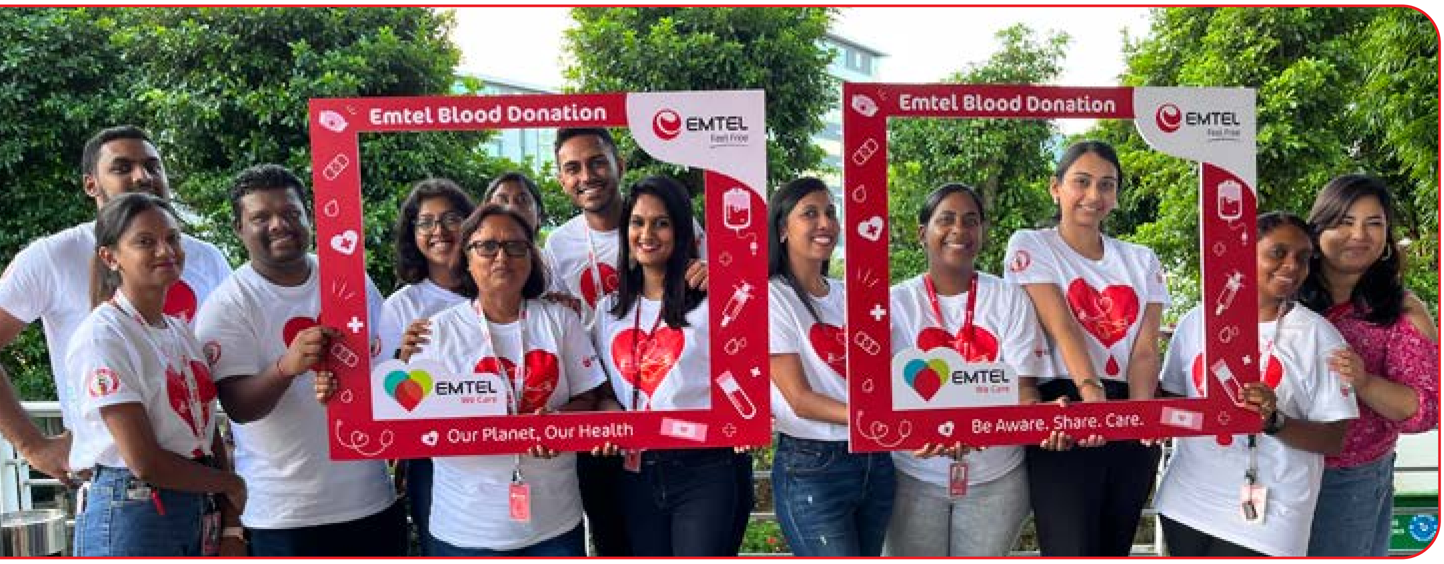
Overview of the Company (Continued)

Goal 3: Quality Health: *Ensuring healthy lifestyles and promoting wellbeing for all ages.*

Emtel has collaborated with local NGOs/NPOs to address health issues of vulnerable communities, raise awareness on identified health issues and to support community programmes. The Company has provided ongoing support towards blood donation campaigns in Mauritius and Rodrigues through the NGO, Thalassemia Society of Mauritius, and the Voluntary Blood Donors Association (Rodrigues).

In 2023, a total of 498 pints of blood were collected to help support patients suffering from thalassemia – a blood disorder involving lower-than-normal numbers of blood cells and levels of haemoglobin in a person's blood – for their regular blood transfusions, as well as the Rodrigues population.

Emtel has also supported three (3) national para-athletes through the NGO, Curepipe Handisports Association, and the Currimjee Foundation, by covering their expenses for equipment, training and other special needs in their professional journey.



Pillar 03 : Human Capital Pillar

Goal 1 – Promoting an inclusive and fair working environment

Promoting diversity, equality and openness at work.

Creating an inclusive and fair work environment is essential for fostering employee satisfaction, engagement, and productivity. Inclusive workplaces value diversity and ensure that all employees feel respected, supported, and able to contribute their unique perspectives. Such practices have always been present at Emtel in various ways.

At Emtel, leadership plays a critical role in driving the culture of inclusivity wherein the leadership team and managers lead by example, advocate for inclusive practices, and hold themselves and others accountable for creating a fair workplace. This is also reflected in the Company's Diversity & Inclusion Policy which recognizes the importance of workplace diversity and inclusion and which reinforces the core values and current practices of building an inclusive and diverse environment.

Moreover, Emtel promotes diversity in recruitment, performance evaluation and promotion by having in place inclusive recruitment practices, clear criteria, promotion based on merit and skills rather than biases, diverse representation in hiring panels and decision-making processes to mitigate unconscious biases and a formal performance management process.

Additionally, Emtel demonstrates its commitment to supporting employees' well-being, encouraging a healthy work-life balance by setting realistic expectations around workload, and accommodating diverse needs and lifestyles by offering flexible work arrangements, such as remote work options, flexible hours, and parental leave policies and other wellness initiatives.

The Company strongly encourages open dialogue and ensures that all voices are heard and respected through the creation of various channels for employees to provide feedback and raise concerns about diversity and inclusion issues, likes holding quarterly town halls, one-to-one performance appraisal discussions and Whistle Blowing Policy, amongst others.

During the past few years, Emtel has been successful in maintaining an Employee Engagement Score of over 70%, ensuring that the staff turnover rate is less than 15% and reducing the gap of Male vs Female ratio across the departments in the Company.

Goal 2 – Employee Safety and Wellbeing

Maintaining a safe and healthy working environment.

Emtel recognizes that Health and Safety is of fundamental importance to its workforce and due recognition is given to related matters. Emphasis is laid on encouraging and inculcating a positive and robust safety culture with a view to ensure a safe and healthy working environment for all employees, customers, contractors and visitors. The Company complies with the Occupational Safety and Health Act, 2005 and its subsidiary regulations.

Several initiatives are undertaken to promote health and wellbeing. With the support and assistance of the part time Safety and Health Officer, Emtel provides its employees with information, instruction, training, and supervision to enable them to carry out their duties in a safe and efficient manner. Preventive and corrective measures are taken and reviewed to ensure that there is no risk to safety and health of the Company's employees. For instance, a Safety and Health Committee is held every two (2) months, wherein risk assessment exercises undertaken and action plans are discussed and regular follow ups done to ensure that issues raised are addressed.

Emtel holds the well-being of its employees at the forefront of its organizational ethos, with the strong belief that a healthy and content workforce is fundamental to achieving sustainable success. During 2023, the Company has prioritized initiatives that support the physical and mental well-being of its employees through comprehensive well-being programmes which encompass flexible work arrangements, access to an organisational psychologist, and fitness initiatives that promote a balanced lifestyle. For instance, Emtel has hired the services of a medical practitioner who is present once a week and is posted to different key locations of the Company, and as part the CJ Employee Wellbeing Programme, employees benefit from a professional and confidential assistance to help them manage and overcome any psychological or emotional challenges.

Furthermore, safety at the workplace and compliance to safety regulations and standards form an integral part of the induction programme for all new recruits. General awareness sessions and training related to safety like "Working at Height" are also regularly organised for all to acquire the relevant competencies in relation to health and safety at work and, consequently be able to eliminate unsafe practices to prevent incidents. Fire drills are also conducted to assess the effectiveness of the evacuation procedures and reduce the risks of emergencies in a real life situation. Professional training is provided to technicians and field staff who work at heights, with practical sessions and allocation of required resources towards the provision of personal protective equipment to protect them against health and safety risks at work. The low number of injuries at work or incidents in sites is a positive indication of a safety culture.

Goal 3 – Learning and Competency Development

Enabling our people to realise their potential through development opportunities.

Emtel is committed to fostering a culture of continuous learning to stay ahead in an ever-evolving business landscape. Its commitment to employee growth is reflected in its robust learning and development programmes, designed to equip the workforce with the skills needed for success in their current roles and future career aspirations.

In 2023, the Company invested nearly MUR6.2 million in a variety of training programmes catering to the diverse needs of its employees and creating a dynamic learning environment that empowers them to thrive in a rapidly evolving landscape. The investment in comprehensive training programmes, encompassing technical skills, leadership development, and industry-specific knowledge, reflects the dedication to cultivating a skilled workforce. Key training programmes undertaken in 2023 include LSE's MBA Essentials programme, Harvard's Cybersecurity - Managing risk in the information age, Service Excellence Training, Project Leadership Certification, Automation and AI and Anti-Money Laundering, among others.

Emtel also focuses on talent management and development as an integral component of its organisational strategy. Recognising that attracting, nurturing, and retaining top talent are crucial for sustained success of the Company, the talent acquisition approach goes beyond technical skills, focusing on cultural fit and potential for growth. For instance, high-potential employees undergo targeted development programmes, including leadership training and prepare them for key roles. Moreover, succession planning ensures a seamless transition of leadership, while the performance management system provides valuable feedback for continuous and sustainable improvement. Key initiatives in 2023 include partnering with specialised hiring agencies for sourcing talents, formal Talent Management framework in place and recognition programmes.

5.13.2. Corporate Governance

Emtel and its Board endorses the eight (8) principles established by the National Code of Corporate Governance of Mauritius, 2016 ("**Code**"). The Company has established key corporate governance practices with reference to the Code. Additionally, the Board, driven by the Company's core values, plays a critical role in upholding an effective corporate governance framework across the organisation.

5.13.2.1. Governance Structure

Emtel implements a defined corporate governance framework, with proper delegation of authority and clear lines of reporting for the Company, the Board and its Committees. The Board has established four (4) Board Committees that are entrusted with specific responsibilities to oversee the affairs of the Company. The Board remains collectively responsible for the decisions and actions taken by the Committees.

5.13.2.2. Board Structure

As at 30 April 2024, the Board was comprised of 8 Directors including 2 Executive Directors and 6 Non-Executive Directors.

With the appointments of Mmes Priscilla Balgobin-Bhoyrul, Charlotte M. V. Govin, Shirin R. Gunny and Mr. Peter J. Lewis as Independent Directors effective 31st May 2024, the Company shall be led by a unitary Board of twelve (12) Directors in the following category: six (6) Non-Executive Directors including the Chairman, two (2) Executive Directors and four (4) Independent Non-Executive Directors. The Directors come from different industries and backgrounds with strong local and international business, telecoms technology, and management experience which are crucial given the nature and scope of activities of the Company and the Board Committees.

The Company has adopted an Equal Opportunity policy and a Diversity and Inclusion policy which advocates for gender parity at all levels across the organisation.

5.13.2.3. Company Secretary

Currimjee Secretaries Limited is the Company Secretary of Emtel and is represented by Mr Ramanuj Nathoo, who is a Fellow Member of the Institute of Chartered Secretaries and Administrators, in the UK and also holds an MBA from the University of Leicester. He is a Fellow Member of the Mauritius Institute of Directors and the ICSA Mauritius Branch.

5.13.2.4. Board Committees

The following table sets out the Board Committees of Emtel, effective from 31 May 2024:

Table 8: Board Committees

Corporate Governance Committee	
Chairperson	Ms Priscilla Balgobin-Bhoyrul
Members	• Mr Mukesh Bhavnani • Mr Azim F Currimjee • Mr Kresh Goomany
Audit and Risk Committee	
Chairperson	Mr Peter Lewis
Members	• Mr M Iqbal Oozeer • Mr Sarvjit Singh Dhillon • Ms Priscilla Balgobin-Bhoyrul • Ms Charlotte M. V. Govin
Human Resources Committee	
Chairperson	Mr Azim F Currimjee
Members	• Mr Bashirali A Currimjee • Mr Iqbal M Oozeer • Mr Kresh Goomany • Ms Charlotte M. V. Govin • Ms Shirin R Gunny
Emtel Corporate Council	
Chairperson	Mr Bashirali A Currimjee
Members	• Mr Anil C Currimjee • Mr Sarvjit Singh Dhillon • Mr M Iqbal Oozeer • Mr Kresh Goomany • Mr Sahoud Edoo

Overview of the Company (Continued)

5.13.2.5. Director appointment procedures

Director's appointment, re-election, induction and orientation:

Appointment of Directors: Directors shall be appointed either by General Meeting, notice in writing or by an Ordinary Resolution.

Directors appointed by notice or resolution shall remain in office for a maximum of one year, unless removed, disqualified or resigned from office.

Appointment by CJ and ICIL: (i) so long as CJ its successors or assigns, shall hold at least forty per cent (40%) of the Shares carrying voting rights in the capital of the Company, it shall be entitled to appoint six (6) Directors of the Company; (ii) so long as ICIL, its successors or assigns, shall hold at least ten per cent (10%) of the Shares carrying voting rights in the capital of the Company, it shall be entitled, from time to time and at any time, to appoint one (1) Director of the Company.

CJ and ICIL shall together be known as the "**Nominating Parties**" and the Directors so appointed shall be known as "**Nominated Directors**".

Eligibility for re-election: All Directors are eligible for re-election at the Annual General Meeting of Shareholders.

Newly appointed Directors benefit from an induction programme aimed at expanding their understanding of the businesses, the environment and the market in which Emtel operates.

Professional development of Directors: The Board values ongoing professional development and recognises the importance of all Directors receiving regular training to be able to serve effectively on, and contribute to, the Board and Board Committees.

The Company provides regular updates to the Directors to best develop their knowledge and capabilities. Directors are regularly updated about trends in the business, competitive and regulatory environments at Board meetings.

Succession planning: The Board is responsible for the succession planning of Directors and maintains a database of prospective candidates whom it nominates for Board appointments.

5.13.2.6. Director duties and performance

The Directors are fully appraised of their fiduciary duties as laid out in the Companies Act. All Directors are expected to act in the utmost good faith and in the best interests of the Company, which includes the need to exercise care, skill and diligence so as to promote Company success through independent judgment.

5.13.2.7. Conflict of Interest / Related party transactions

Emtel's Constitution requires that a Director declares his/her interest in any transaction or proposed transaction with Emtel. The Director shall disclose to the Board of Emtel, the (i) nature and monetary value of his/her interest where the monetary value of his interest can be quantified; or (ii) the nature and extent of his/her interest where the monetary value cannot be quantified.

Such Director shall not vote on any matter approving any contract, arrangement or any other proposal in which he/she or his/her associates have a material interest nor be counted in the quorum of the Board's meeting, except in certain situations catered for under the Company's Constitution.

The Company Secretary maintains an interest register, which is available to Shareholders upon written request.

5.13.2.8. Information Technology and Information Security Governance

Emtel has formulated and implemented an IT and Information Security Governance framework and has adopted operational policies. It also follows the ISO 27001:2013 standard for its Data Centre.

Emtel is committed to securing the confidentiality, integrity and availability of information for the day-to-day business activities and technical operations. The security of information and other assets is therefore regarded as fundamental for the successful business operation of the Data Centre. The Data Centre has adopted an Information Security Management System comprising of Information Security policies, procedures and processes to effectively protect data/information and its customers from information security threats, whether internal or external, deliberate or accidental.

A surveillance audit was completed in August 2023 by the Mauritius Standard Bureau ("**MSB**") and the MSB's certification (ISM 006) obtained as a result of this audit is valid until 6 September 2024.

5.13.2.9. Risk governance and internal control

Emtel has an effective Enterprise Risk Management ("**ERM**") framework in place, which not only focuses on operational and business (including strategic and financial) risks, but also on regulatory, societal, human capital, health and safety risks. Emtel's ERM is a well-defined, three-step procedure comprising risk identification, risk mitigation, and monitoring and reporting.

5.13.2.10. Reporting with integrity

Environmental and Sustainability: The Company aims to grow and conduct business sustainably with respect to the market environment, technological innovation, and the United Nations SDGs. It actively implements ecological projects in its business operations and supports external institutions and NGOs within the Republic of Mauritius and the surrounding islands of Rodrigues and Agalega.

Quality and ISO Certifications: Emtel is certified ISO 9001:2015 with the MSB for the sales, support, distribution and service of ICT products and services for both pre-paid and post-paid customers through mobile and fixed technology. The Company has successfully completed its surveillance audit in November 2022 by the MSB and the certification (RF 164) is valid until December 2024.

5.13.2.11. Audit

Internal audit: Emtel's Internal Audit Function has been outsourced to Ernst & Young Ltd, Mauritius. Internal audit services are conducted in accordance with an Internal Audit Charter, aligned with the standards of the Institute of Internal Auditors' International Professional Practices Framework and adapted for the outsourced internal audit model, which has been approved by the Audit and Risk Committee.

As part of the audit, the Internal Auditor reviews the design and operating effectiveness of controls in operation at Emtel for the areas identified as part of the internal audit plan.

The Internal Auditor reports independently to the Chairman of the Audit and Risk Committee and the Chairman of the Board on all internal audit matters and is responsible for providing assurance to the Audit and Risk Committee regarding the implementation, operation, and effectiveness of the Company's internal control systems.

The Internal Auditor has unrestricted access to the Company's records, the Chairman of the Company, the Chairman of the Audit and Risk Committee, management, and employees, for the effective performance of its duties.

External audit: PwC has been the external auditor of Emtel since 2004 and a new audit partner was appointed in 2023 to conduct the Company's independent audit. The Audit and Risk Committee annually reviews and reports to the Board on the clarity and accuracy of the financial statements, and considers the following matters:

- the accounting policies and practices applied;
- material accounting judgements and assumptions made by management or significant issues, or audit risks identified by the external Auditor; and
- compliance with relevant accounting standards and other regulatory financial reporting requirements, including the Code.

5.13.2.12. Relationships with shareholders and other key stakeholders

The Company is committed to responding to the needs and expectations of its key stakeholders and prioritises their interests. The Board ensures that information is delivered in an open, transparent, meaningful, and regular manner to the stakeholders. It engages with its key stakeholders through existing communications platforms (Annual and Integrated Report, shareholders' meetings, website, employee engagement surveys, social media, CJ News and intranet, communiqués, and the like).

5.13.2.13. Corporate Governance

The Board will abide by the provisions of the Company's constitutive documents including the Company's Constitution and the prevailing legislations, rules, and regulations such as the Companies Act 2001, the Financial Reporting Act 2004 and the National Code of Corporate Governance.

Overview of the Company (Continued)

5.14. Board of Directors

Bashirali A Currimjee, GOSK*
Chairman and Non-executive Director

Peter J Lewis
Independent Non-executive Director

Priscilla Balgobin-Bhoyrul
Independent Non-executive Director

Charlotte M V Govin
Independent Non-executive Director

Shirin R Gunny
Independent Non-executive Director

Krishnaduth (Kresh) Goomany
Executive Director

M. Sahoud Edoo
Executive Director

Anil C Currimjee*
Non-Executive Director

Azim F Currimjee*
Non-Executive Director

M Iqbal Oozeer
Non-Executive Director

Mukesh H Bhavnani
Non-Executive Director

Sarvjit Singh Dhillon
Non-Executive Director

* The Directors do not have any relationship between themselves except for those marked with an (asterix) who are family related

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Bashirali A Currimjee, GOSK	Mauritian Citizen and Resident	Forest Lane, Floréal, Mauritius	Chairman and Non-Executive Director	03 July 1987	**Directorship in listed and public companies:** None

Detailed Profile

Bashirali A Currimjee, GOSK is a businessperson who has been at the head of several major organisations.

Mr. Currimjee is currently a Director of Currimjee Jeewanjee and Company Limited and the Chairman of MC Vision Ltd.

Mr. Currimjee was the past Chairman of CJ.

In the past, he occupied the position of Chairman at Soap & Allied Industries Ltd, Chairman at Quality Beverages Ltd, Chairman for Compagnie Immobilière Ltd, President of The Mauritius Chamber of Commerce and Industry, President at The Joint Economic Council of Mauritius and President for Association of Mauritian Manufacturers. He was also a former director of the Bank of Mauritius and of SBM Bank (Mauritius) Ltd. Mr. Currimjee holds a B.A. Arts, Major in Economics and Government, Tufts University, USA and OPM, Harvard Business School, USA.

Mr. Currimjee was the Consul General of the Republic of Turkey in Mauritius from 1985 to 2016.

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Peter J Lewis	British Citizen	The Fulmar, La Rue Voisin, St Brelade, JE3 8PS, Jersey	Independent Non-Executive Director	**Effective** 31 May 2024	**Directorship in listed and public companies:** None

Detailed Profile

Peter J Lewis is a Co-Founder and a Director at Eastcastle Infrastructure Ltd.

Previously he has served as the Group CFO at Eaton Towers Ltd, a Director at Bandwidth and Cloud Services Group as well as the Treasurer and Head of Corporate Finance at Millicom International Cellular. Prior to working directly in the Telecom sector, Peter was a Telecom investment banker for 9 years.

Peter's experience demonstrates he is a highly-skilled professional, particularly in areas such as Strategy, Management, Mergers & Acquisitions, Finance, and Risk Management.

Peter holds an Executive MBA and is an Associate of the UK Chartered Institute of Bankers.

Overview of the Company (Continued)

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Priscilla Balgobin-Bhoyrul	Mauritian Citizen and Resident	Swami Sivananda Avenue, Morc. Medine, Floreal, Mauritius	Independent Non-Executive Director	**Effective** 31 May 2024	**Directorship in listed and public companies:** Promotion and Development Ltd, Caudan Development Ltd, National Investment Trust Ltd, and Alteo Ltd.

Detailed Profile

Priscilla Balgobin-Bhoyrul is currently a Senior Partner & Head of Financial Institutions (Africa) at Dentons Mauritius. She is also the current Vice Chair of Mauritius Finance.

Priscilla has 20+ years of experience in civil, commercial and employment law and is an experienced board member with over 18 years of Board Experience in companies operating in various sectors ranging from financial, agricultural to property.

She has in the past served as President of the Bar Council and as board member of the Mauritius Commercial Bank, Mauritius Union Assurance Co Ltd and the Sugar Investment Trust Property Development Ltd.

She holds a LLB (Hons) from The London School of Economics and Political Science, a Higher Diploma in Law from the University of London and has completed the Authentic Leadership Development Program from Harvard Business School Executive Education.

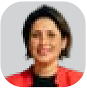
Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Charlotte Govin	French Citizen and Mauritian Resident	Butte a L'Herbe, Calodyne, Grand Gaube, Mauritius	Independent Non-Executive Director	**Effective** 31 May 2024	**Directorship in listed and public companies:** None

Detailed Profile

Charlotte Govin is currently a Managing Director at Indian Ocean Cluster at CMA CGM with over 10 years of experience in strategic leadership and operational management within the supply chain and shipping industry.

Prior to this role, Charlotte was a Managing Director at New Caledonia and Regional Director in West Africa at CMA CGM and a Military Officer for the French Navy.

Her qualifications include a Master II, Engineer Diploma at Centrale Lyon Engineer School as well as a MSc in Management from EMLyon Business School.



Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Shirin R Gunny	Mauritian Citizen and Resident	Gentilly Belle Vue, Moka, Mauritius	Independent Non-Executive Director	**Effective** 31 May 2024	**Directorship in listed and public companies:** None

Detailed Profile

Shirin R Gunny is currently the CEO of the Association of Mauritian Manufacturers - Made in Moris. She has vast experience in various areas including, business development, branding, communication, entrepreneurship, and strategic planning.

Her qualifications include a BSc in Sociology & Anthropology from the University of Montreal as well as a D.E.S.G in Management from HEC Montreal.

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Krishnaduth (Kresh) Goomany	Mauritian Citizen and Resident	St Paul Road, Phoenix, Mauritius	Executive Director	24 April 2024	**Directorship in listed and public companies:** None

Detailed Profile

Kresh has over 30 years of extensive local and international experience, of which 25 years are at Senior Management level. Since beginning his career in 1992, Kresh has held the positions of Executive Director at Mauritius Telecom and Cellplus Mobile Communications Ltd – Vice President Sales, Chief Operating Officer (Africa) at Comviva Technologies Ltd, and Managing Partner at Anglo African Ltd. He played an important role in the success stories of the companies he worked at.

Kresh joined Emtel in 2014 and held the positions of Chief Operating Officer and Deputy CEO, before moving into his current role as Chief Executive Officer in January 2021. His background and expertise in Telecommunications Networks, Cellular Communications, Leadership and strategic skills and Sales have enabled him to play an instrumental role in Emtel's strategy, innovation, new products and services, and growth journey in recent years.

He holds an MBA from Heriot-Watt University, a Master's degree in Telematics from the University of Surrey (UK) and an undergraduate degree in Electronic and Electrical Engineering from the University of Birmingham (UK). He also completed the Harvard Programme on Cybersecurity: Managing Risk in the Information Age and the National University of Singapore Programme on Fintech, Innovation & Transformation in Financial Services.

Overview of the Company (Continued)

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
M. Sahoud Edoo	Mauritian Citizen and Resident	Bois d'Oiseaux Street, Gros Billot, New Grove, Mauritius	Executive Director	24 April 2024	**Directorship in listed and public companies:** None

Detailed Profile

Sahoud first joined Emtel Limited in 1995 before joining Millicom International Cellular Group in 2010 as CFO in three (3) different countries in Africa. He returned to Emtel in November 2015 as Chief Financial Officer, heading the Finance, Supply Chain and Revenue Assurance functions. He has been responsible for MC Vision Ltd finances since September 2020.

Sahoud is a Fellow Member of the Association of Chartered Certified Accountants. He holds a Postgraduate Diploma in Leadership from the Emeritus Institute of Management (USA) and has completed an MBA Essentials Programme at the London School of Economics and Political Science (UK). Sahoud is also a Member of the Mauritius Institute of Professional Accountants.

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Anil C Currimjee	Mauritian Citizen and Resident	Coastal Road, Poste Lafayette, Mauritius	Non-Executive Director	06 January 2016	**Directorship in listed and public companies:** African Rainbow Capital Investments Limited, and Sanlam Africa Core Real Estate Investments Limited.

Detailed Profile

Anil C Currimjee is the Chairman of CJ. He is the current President of Business Mauritius.

Anil has occupied the position of President of The Mauritius Chamber of Commerce and Industry, Director of the Mauritius Commercial Bank Limited, and the Chairman of the Joint Business Council Mauritius-India from 2004 to 2021. Anil is also a director of numerous companies within the Currimjee Group.

Anil was the Honorary Consul General of Japan in Mauritius from 2003 to 2016. Anil holds a B.A. Liberal Arts, Williams College, Massachusetts, USA, and an MBA from London Business School, UK.

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Azim F Currimjee	Mauritian Citizen and Resident	Allée des Cypres, Floréal, Mauritius	Non-Executive Director	06 January 2016	**Directorship in listed and public companies:** Quality Beverages Limited, Air Mauritius Ltd

Detailed Profile

Azim F Currimjee is a Mauritian businessperson and has held key executive positions in the Food and Beverages Cluster of the Currimjee Group for the last 22 years and is currently the Managing Director of Quality Beverages Limited, which is listed on the Stock Exchange of Mauritius. He is also a Director of numerous companies within the Currimjee Group and of Air Mauritius Ltd.

He is also the Chairman of the Business Regulatory Review Council, set up under the aegis of the Ministry of Finance, Economic Planning and Development of Mauritius and of the Joint Business Council Mauritius-India.

Azim previously occupied the position of Chairman at SBM Bank (India) Ltd, Director at SBM Bank (Kenya) Ltd, SBM Holdings and SBM Mauritius, President for The Mauritius Chamber of Commerce and Industry from 2016 to 2018 and 2007 and 2009, President of The Mauritius Chamber of Commerce and Industry, Vice President at Common Market for Eastern and Southern Africa (COMESA) Business Council, and Vice President at Economic Development Board Mauritius.

Azim has also occupied the post of Manufacturing Director of Bonair Group of Companies. Azim holds a B.A. Mathematics from Williams College, Massachusetts, USA and an MBA from Trinity College, Dublin, Ireland.

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
M Iqbal Oozeer	Mauritian Citizen and Resident	B de St Pierre Street, Vallée des Prêtres, Mauritius	Non-Executive Director	20 March 2019	**Directorship in listed and public companies:** Compagnie Immobilière Limitée and Island Life Assurance Co. Ltd.

Detailed Profile

M. Iqbal Oozeer is a Non-Executive Director at Emtel Limited, and is currently the Managing Director of CJ. He was previously Audit Assistant at Kemp Chatteris Deloitte from 1982 to 1986, Accountant at Elf Antargaz (Maurice) Ltée from 1987 to 1988 and has held key executive positions in CJ for more than 25 years. He is also a director of numerous companies within the Currimjee Group. Iqbal is a fellow Member of the Association of Chartered Certified Accountants, UK and has attended a number of professional courses at Alliance Manchester Business School, Euromoney and INSEAD.

Overview of the Company (Continued)

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Mukesh H Bhavnani	Indian Citizen and Mauritian Resident	Le Ravin, Bagatelle, Moka, Mauritius	Non-Executive Director	18 November 2021	**Directorship in listed and public companies:** None

Detailed Profile

Mukesh H Bhavnani is a Non-Executive Director at Emtel Limited. He holds a Bachelor in Commerce (Hons), and a LLB from the University of Mumbai.

Mukesh has over 45 years of work experience including at the Corporate Management level, covering advice, implementation and monitoring strategic decisions on Legal and commercial matters in India, Africa, Middle East, Europe, and North Africa.

He previously held roles at Godrej Soaps, Coca-Cola, Sony, Essar, Vedanta and Bharti Airtel. He is currently a director of Bharti Airtel companies including Airtel Tanzania PLC, Airtel Africa Mauritius Limited, Indian Continent Investment Limited, Network i2i Limited amongst others.

Name	Citizenship and Residency	Address	Designation	Date of appointment	Other positions
Sarvjit Singh Dhillon	British Citizen and Non-Resident	Boat Lagoon Moo2 Kohkaew Muang Phuket, Thailand	Non-Executive Director	06 October 2015	**Directorship in listed and public companies:** None

Detailed Profile

Sarvjit Singh Dhillon is a Non-Executive Director at Emtel Limited. He is a member of The Chartered Institute of Management Accountants.

In the past Sarvjit held the position of Group Director at Bharti Enterprises Ltd, Chief Financial Officer for Bharti Airtel Ltd, Principal at Pitney Bowes Credit Corp. (Pennsylvania) and Principal at British Telecommunications Plc.

He received an MBA from the University of Birmingham and an undergraduate degree from Middlesex University. He completed the Stanford Executive Programme at the Stanford Graduate School of Business, USA.

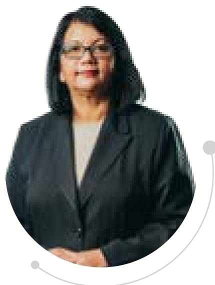
5.15. Senior Management

Krishnaduth (Kresh) Goomany
Group Chief Executive Officer

Sahoud Edoo
Group Chief Financial Officer

Rajeshwaree (Priya) Foolchand-Chunderdeep
Head of Human Resources

Veekash Aukhojee
Chief Information Officer -Telecom



Dhunshalini (Brinda) Baboolall-Boodhun
Chief Customer Care Officer - Telecom

Mohummad Ally (Mamad) Aumjaud
Chief Sales Officer

Pooroosotum (Prakash) Bheekhoo
Chief Enterprise Solutions Officer

Avinash Chettiar
Chief Technical Officer - Telecom

Shivendra Nautiyal
Chief Strategy and Innovation Officer

Vikas Khanna
Chief Information Officer

The Senior Management officers do not have any relationship between themselves and/or with the Directors.

Overview of the Company (Continued)

Name	Designation	Date of appointment
Krishnaduth (Kresh) Goomany	Group Chief Executive Officer	January 2021

Skills and experience

Kresh has over 30 years of extensive local and international experience, of which 25 years are at Senior Management level. Since beginning his career in 1992, Kresh has held the positions of Executive Director at Mauritius Telecom and Cellplus Mobile Communications Ltd – Vice President Sales, Chief Operating Officer (Africa) at Comviva Technologies Ltd, and Managing Partner at Anglo African Ltd. He played an important role in the success stories of the companies he worked at. Kresh joined Emtel in 2014 and held the positions of Chief Operating Officer and Deputy CEO, before moving into his current role as Chief Executive Officer in January 2021. His background and expertise in Telecommunications Networks, Cellular Communications, Leadership and strategic skills and Sales have enabled him to play an instrumental role in Emtel's strategy, innovation, new products and services, and growth journey in recent years.

Name	Designation	Date of appointment
Sahoud Edoo	Group Chief Financial Officer	November 2015

Skills and experience

Sahoud first joined Emtel Limited in 1995 before joining Millicom International Cellular Group in 2010 as CFO in three (3) different countries in Africa. He returned to Emtel in November 2015 as Chief Financial Officer, heading the Finance, Supply Chain and Revenue Assurance functions. He brings to his role his added experience and excellent understanding of telecommunications processes, combined with his proven ability to drive financial strategies for improved company performances. Sahoud is responsible for MC Vision Ltd finances since September 2020.

Name	Designation	Date of appointment
Rajeshwaree (Priya) Foolchand-Chunderdeep	Head of Human Resources	September 2017

Skills and experience

Priya is a Human Resource specialist with over 20 years of experience in the field across industries such as telecommunications, banking, insurance and financial services, amongst others. She joined Emtel in September 2017 as the Head of Human Resources and is responsible for developing and driving people management strategies across the organisation, as well as managing employee relations.

Name	Designation	Date of appointment
Veekash Aukhojee	Chief Information Officer – Telecom	January 2021

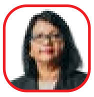
Skills and experience

Veekash brings 22 years of extensive experience in the telecommunications industry to his role as Chief Information Officer – Telecom of Emtel. Veekash's background in IT, Network and Programming, coupled with Computational Science, enable him to establish and execute the technical direction of the organisation encompassing IT, billing and CRM, and FinTech products and services, amongst others. Prior to being appointed CIO – Telecom in January 2021, he began his journey at Emtel as Operations Executive in 2007, before being successively promoted to Head of IT and Billing Projects, IT Manager and finally, Deputy CIO – Telecom in 2019. Before joining Emtel, Veekash worked for 7 years at Mauritius Telecom and Cellplus Mobile Communications Ltd.

Name	Designation	Date of appointment
Mohummad Ally (Mamad) Aumjaud	Chief Sales Officer	April 2022

Skills and experience

Mamad has 18 years of experience in the telecommunications industry, prior to which he spent 12 years in the FMCG distribution sector. He joined Emtel in February 2005 as Retail Sales Manager before occupying the roles of Distribution Manager and Territory Manager, where he was responsible for developing the pre-paid market and the network of Emtel shops in Mauritius and Rodrigues. Promoted to his current role as Chief Sales Officer in April 2022, his experience in Retail Management, Distribution, Sales Management, Relationship Development, combined with his understanding of different customer segments, enable him to play an important role in Emtel's growth strategy.



Name	Designation	Date of appointment
Dhunshalini (Brinda) Baboolall-Boodhun	Chief Customer Care Officer – Telecom	January 2021

Skills and experience

Brinda counts more than 28 years of experience in Customer Service and operations at Emtel, leading to her appointment as Chief Customer Care Officer – Telecom in January 2021. She joined Emtel as Assistant Customer Service Manager in August 1995 and was subsequently appointed as Operations Manager and Deputy Chief Customer Care Officer, lending her the perspectives and skills required to drive Emtel's customer-centric journey, which is a crucial business imperative for the organisation. Prior to joining Emtel, Brinda worked at Mauritius Telecom and the Bank of Mauritius.

Name	Designation	Date of appointment
Pooroosotum (Prakash) Bheekhoo	Chief Enterprise Solutions Officer	July 2018

Skills and experience

Prakash has been serving in C-level leadership positions since 2004, across Oceania and Africa. Over the years, he applied his expertise in Business Development, Change Management and Stakeholder Management to successfully grow the operations of businesses engaged in Telecommunications activities. He joined Emtel in 2018 and is currently responsible for the Enterprise Market as the Chief Enterprise Solutions Officer. He leads the team to provide state-of-the-art solutions to enterprises in the Mauritian market.

Name	Designation	Date of appointment
Avinash Chettiar	Chief Technical Officer – Telecom	January 2021

Skills and experience

Avinash has 25 years of in-depth experience in Mobile Network Operations, Data Centre Operations Management and Submarine Cable System Management, amongst others. He joined Emtel as a Technician in 1998 and has, over the years, been assigned an increasing number of responsibilities as Senior Technician, Head of Operations (Network) and Deputy CTO, until his appointment as CTO – Telecom in January 2021. He serves as a member of the Management Committee for the LION2 and METISS submarine cable consortiums, playing a key role in enhancing Mauritius' connectivity to the region. In his current role, Avinash oversees the development of Emtel's technology vision in line with the overarching business strategy.

Overview of the Company (Continued)

Name	Designation	Date of appointment
Shivendra Nautiyal	Chief Strategy and Innovation Officer	January 2023

Skills and experience

Shivendra has over 26 years of experience in mobile telephony, having engaged in multiple Greenfield deployments and complex network operations. His background in Electronics, Communications and Telecommunications have enabled him to contribute his expertise in ICT, Business Strategy, Transformation and Technology Bidding, amongst others, to his many roles at Emtel. Shivendra joined Emtel as Chief Technical Officer in September 2016. He was appointed Chief Strategy and Innovation Officer in January 2023. In his current role, he spearheads the newly formed Strategy and Innovation, and ensures that Emtel remains ahead of the technology and innovation curve.

Name	Designation	Date of appointment
Vikas Khanna	Chief Information Officer	November 2016

Skills and experience

Vikas has been the Chief Information Officer of Emtel since November 2016, a role in which he leads and formulates the IT operational plans in alignment with the organisation's business strategy. He is a certified project management professional with 25 years of experience in Telecommunications and Service Delivery, having worked with IBM and Hutchison Telecom, and served as the General Manager for IT at Airtel India, a company that has over 350 million mobile, fixed line broadband, enterprise, and direct-to-home customers. Since January 2023, he has been entrusted with new responsibilities to drive strategic projects, such as the digitalisation processes across Emtel and MC Vision, the convergence of media and entertainment, as well as the development of a strategy for Data Science and Analytics.

Senior Management: MFS

Atul Bhatia
Chief Fintech Officer

Name	Designation	Date of appointment
Atul Bhatia	Chief FinTech Officer	January 2023

Skills and experience

Atul is a Telecommunications and Fintech executive with over 24 years of experience in Sales and Marketing Operations and Strategy, Customer Experience and Supply Chain. He worked for Airtel in a variety of markets, including South Asia and Africa, and has amassed a wealth of knowledge and expertise. Atul joined Emtel in June 2017 as Chief Customer Care Officer and was assigned additional responsibilities as Head of Project Management Office in January 2021. In January 2023, he was appointed as Chief FinTech Officer and has been entrusted with the responsibility to drive the development of the Emtel MFS.

Senior Management: MCV

Stanislas Balay
Officer in Charge

Name	Designation	Date of appointment
Stanislas Balay	Officer in Charge	September 2023

Skills and experience

Stanislas Balay is the Officer in Charge for MC Vision. He was previously Commercial Director of MC Vision from October 2022 – September 2023. Prior to this, he held roles such as Sales, Marketing and Client Relations Director for CANAL+ International I Reunion.

Stanislas holds a Masters in International Strategic Management – Université Paris 1, a Diploma of Higher Education, Business Studies, University of East London (UK), Diploma of Collegial Studies, Business Management, Rosemont College in Montreal (Canada), International Bachelor, Administrative and Merchandising Management (with Honours) from Rosemont College in Montreal (Canada) and a Higher National Diploma in Administrative and Merchandising Management from Université Lyon III Jean Moulin (France).

5.16. Directors' Remuneration

None of the Directors received any remuneration and benefits from the Company during the financial year ended 31 December 2023 (2022: Nil).

Mr Bashirali A Currimjee, who was the Managing Director of Emtel until 24 April 2024, was not remunerated by the Company. He was deputed by Currimjee Jeewanjee and Company Limited, with which Emtel has a Business Support Service Agreement.

Except for one Director of the Company, namely Mr Sarvjit Singh Dhillon, providing consultancy services to the Company by virtue of a services agreement dated 1 January 2019, none of the other Directors has a service contract with the Company or any of its subsidiaries.

The Board may, if it is satisfied that to do so is fair to the Company, approve the payment of remuneration or the provision of other benefits by the Company to a Director for his services as a Director.

Once their appointment(s) become effective, the Independent Directors will be remunerated in line with the Group policies, the fees for Independent Directors has been fixed at USD15,000 per annum, and Independent Chairperson of committees has been fixed at USD10,000 per annum. Non-executive Directors are not remunerated. The Chairman of the Emtel Board is remunerated at MUR300,000 per month (this fee covers the Chairman role at the Board and the Chairman of the Emtel Corporate Council Committee).

5.17. Directors' Interests

The Directors of the Company do not have any direct interests in the Company; however, three (3) Directors have indirect interests in the Company through Currimjee Limited, the ultimate holding company of Emtel Limited.

The Directors' indirect interests in the stated capital of the Company as at 31 December 2023 were as follows:

Table 9: Directors Indirect Interests

Director	Indirect interests in the Company's shares through CJ
Mr Azim F Currimjee	5.74%
Mr Anil C Currimjee	3.52%
Mr Bashirali A Currimjee, (GOSK)	0.08%

5.18. Outstanding loans

As at the date of this Prospectus, there are no outstanding loan(s) and/or guarantee(s) that have been provided to the Directors by the Company.

5.19. Payments or benefits in connection with the issue or sale of Shares

As at the date of this Prospectus, there are no payments or benefits in connection with the issue or sale of Shares.

5.20. Constitution

Emtel has adopted a Constitution dated 24 April 2024 to reflect its conversion to a public company. Salient features of the Constitution are listed in Appendix 2.

5.21. Dealing in the shares

Immediately upon its admission to the Official List and pursuant to the Securities Act, Emtel will be qualified as a reporting issuer.

Accordingly, the officers of the Company and those of its subsidiaries will be qualified as "officers" as defined in the Securities Act.

As such, the Directors of Emtel, who are officers of the Company, will be required to comply with Appendix 6 – Model Code for Securities Transactions by Directors of Listed Companies ("**Model Code**"). The Model Code provides guidance in respect of the dealing in shares of a listed company. The absolute prohibitions are as follows:

a. A Director and his/her associates should not deal in any of the securities of Emtel at any time when he/she is in possession of unpublished price-sensitive information in relation to those securities;
b. A Director and his/her associates should not deal in the securities of any other listed issuer when by virtue of his/her position as a director of his/her own company, he/she is in possession of unpublished price-sensitive information in relation to those securities; and
c. A director and his/her associates should not deal in any of the securities of Emtel within a period of one month prior to the publication of financial results.

6

Details of the Offer

Details of the Offer

6.1. Rationale for the Listing

The Directors believe that the Company has now reached a stage in its corporate maturity where a listing on the Official List of the SEM is appropriate. The strategic rationale for Listing includes, amongst others:

6.1.1. It is the objective of the current shareholders of Emtel to bring the Company closer to the lives of Mauritians through a listing on the SEM, to further integrate the Company into the economy of Mauritius and the surrounding islands and give an opportunity to Mauritians to participate in the success and profits of the Company.

6.1.2. Enabling the market value of the Company's ordinary shares to be readily ascertained by all stakeholders.

6.2. Objectives of the Offer

6.2.1. The Offer seeks to enhance the Company's profile and establish a source of future capital to support its growth strategy. Additionally, the Offer seeks to give Mauritian investors, including Emtel customers, an opportunity to own a share in the success of the Company and to participate in its future growth.

6.3. Particulars of the Offer

6.3.1. Listing of the Offer Shares

Following the Offer, the entire issued share capital of the Company, including the Offer Shares, will be listed on the Official List of the SEM.

6.3.2. Status of the Offer Shares

The Offer Shares rank on equal footing (*pari passu*) with all other ordinary shares.

6.3.3. Minimum number of Offer Shares per Application

The minimum number of Offer Shares for which applications may be made is 1,000 Offer Shares. Applications in excess of this minimum must be in multiples of 100 Offer Shares with no limit on the number of Offer Shares that an applicant can apply for.

6.3.4. Use of Proceeds

The proceeds from the sale of shares will accrue to the Selling Shareholders, net of related transaction fees.

6.3.5. Underwriting

The Offer is not underwritten.

6.3.6. Minimum Aggregate Applications

The Selling Shareholders may suspend the Offer prior to the Closing Date and arrange for the refund of all funds received from applicants if aggregate applications of below 10% of the 455,400,000 shares issued by the Company are not received.

6.3.7. Minimum number of Offer Shares sold on First Trading Day

On the First Trading Day, scheduled for 05 July 2024, the Issuer undertakes to make available 1,000 ordinary shares at an indicative price of MUR23.00 per Offer Share.

6.4. Salient Dates and Times of the Offer

Table 10: Salient Dates and Times of the Offer

Activity	Date	Time
Offer opens	Wednesday, 29 May 2024	9:00 a.m.
Offer closes	Friday, 21 June 2024	2:30 p.m.
Settlement date	Wednesday, 26 June 2024	2.30 p.m.
Announcement of allocation results	Wednesday, 03 July 2024	2:30 p.m.
Allotment letter communicated by email to successful applicants	Thursday, 04 July 2024	2:30 p.m.
Offer Shares traded for the account of successful applicants	Friday, 05 July 2024	–
Admission to Listing and commencement of trading on the SEM	Friday, 05 July 2024	–
Refund of excess application funds in the event of over-subscription	By Wednesday, 10 July 2024	4:00 p.m.

Notes: All dates provided are subject to change by the Selling Shareholders in consultation with the Lead Transaction Advisor and Sponsoring Broker (subject to obtaining the necessary regulatory approvals). All times throughout this Prospectus refer to Mauritius Standard time (GMT +4). Any amendment will be published in the national daily newspapers and on the Company's website after receipt of regulatory approval.

6.5. Application for, Allocation Policy, Settlement Process and Payment of Offer Shares

- **Online subscription through the Sponsoring Broker's digital investment platform:** Prospective Investors can apply for the Offer Shares online at invest.mcbcapitalmarkets.mu or by scanning the QR code below.

- Manual subscription through the Sponsoring Broker or your usual Investment Dealer: Prospective Investors opting for a manual application should fill in and sign the Application Form, provided as Appendix 1 in this Prospectus. The Application Form must be returned with the payment instruction and should reach M.C.B. Stockbrokers Limited or your usual Investment Dealer not later than 2:30 pm on 21 June 2024. Applications are irrevocable and may not be withdrawn.
- An application will be considered only if a minimum of 1,000 shares is applied for. In case of an oversubscription, applicants may be alloted less than the minimum 1,000 shares.
- In the event of multiple applications, the Registrar will aggregate applications for the same applicant to determine the eventual allocation of shares.
- All applicants should have a securities account with the Central Depository & Settlement Co Ltd ("**CDS account**") to hold the shares. Subscribers applying manually for the Offer Shares using the physical forms and who do not hold a CDS account must open an account with the Investment Dealer (stockbroker) of their choice. If a CDS account is not specified or if the corresponding CDS statement is not attached to the application, a CDS account in the name of the applicant(s) will be opened on behalf of the applicant(s) by the Sponsoring Broker, M.C.B Stockbrokers Limited, using the information provided in the Application Form.
- With a view to democratizing the shareholding of the Company, it is the intention of the Issuer to broaden the shareholder base by having a reasonable mix of institutional and individual investors, including Mauritian Nationals. While the Board of Emtel retains the right to allocate the Offer Shares in such a manner as it deems appropriate (including in the case of an oversubscription), the above will be a key guiding principle in defining the allotment criteria. Applicants will be notified by way of electronic communication only.
- Payments for the Offer Shares should be made to the bank account of the applicant's usual Investment Dealer or custodian (as may be applicable). Please contact your usual Investment Dealer to obtain its banking details.
- For manual applications, the shareholder NIC number, as mentioned in the Application Form (Appendix 1), must be quoted in the bank transfer transaction and bank transfer receipt. A copy of the bank transfer receipt must be enclosed with the Application Form.
- Payments in cash or by cheques may not be accepted by the Sponsoring Broker or your usual Investment Dealer.
- Any failed payments (due to insufficient funds or incomplete/defective instructions) will automatically lead to the corresponding application being rejected and cancelled. Applicants should therefore ensure that their bank accounts are sufficiently funded on the Settlement Date and valid bank instructions have been provided.
- Applicants should also ensure that settlement amounts include transaction costs (representing maximum of 1.25% of amount applied for) given that the offer for sale transaction will be effected on the market on the First Trading Day and usual market fees will apply. Any excess amount paid by applicants will be refunded, without any interests and net of bank charges, within three (3) Business Days of the First Trading Day, by the Sponsoring Broker or your usual Investment Dealer / custodian.
- Bank accounts will be debited on or around Settlement Date. No interest will be paid on monies received in respect of applications.
- All refunds relating to unsuccessful applications shall be made, without any interests and net of bank charges, by bank transfer within three (3) Business Days of the First Trading Day. Refunds will be made by the Sponsoring Broker or your usual Investment Dealer or your custodian.

Details of the Offer (Continued)

6.6. Shares Reserved for Employees of the CJ Group, including Emtel employees

The admission of the Company's shares on the Official List of the SEM represents a significant milestone for the CJ Group, which achievement has been made possible through the dedication and engaging contribution of all the employees of Emtel and the unfailing support of the staff of the CL Group over the past 35 years.

To show its deep appreciation for the commitment of all the employees of the CL Group, CJ, one of the Selling Shareholders, with the approval of the Board of the Issuer, will be offering an aggregate of up to 2% of the Offer Shares being sold by it (representing c.1.2% of the total Offer Shares) to the entire 1,650 employees of the CL Group.

Table 11: Shares Reserved for Eligible Employees

Description	No of shares	No of shares	No of shares
Total number of shares in issue			455,400,000
Offer Shares being sold by CJ (15% of shares issued)	68,310,000		
Offer Shares being sold by ICIL (10% of shares issued)	45,540,000		
Offer Shares available for subscription (25% of shares issued)		113,850,000	
Offer Shares reserved for Eligible employees (up to 2% of Offer Shares being sold by CJ) "**Reserved Offer Shares**"		1,366,200	
Offer Shares available for the general public "Remaining Offer Shares"			112,483,800

The Reserved Offer Shares will be allotted to Eligible Employees on the same terms and conditions as the Remaining Offer Shares, except that the payment for the Reserved Offer Shares (amounting to a total of MUR31.8 million) including all transaction costs, will be borne by the CL Group by way of a deduction from the proceeds accruing to CJ upon disposal of its shares on the First Trading Day.

In the case of an oversubscription of the Offer Shares, the Reserved Offer Shares will be allotted in full to Eligible Employees prior to allocating the Remaining Offer Shares as per the allotment basis to be defined by the Board.

6.7. Independent Valuation

KPMG Advisory Services Ltd ("KPMG") carried out an independent valuation of the Company. The equity value of Emtel as at 31 December 2023 is determined as MUR12.028 billion. The details of the valuation exercise performed are included in the valuation letter in Appendix 3 of this Prospectus.

6.8. Offer Price

As set out in Section 6.7 above, KPMG conducted an independent valuation exercise to establish the fair value of the Company in the context of a listing on the SEM.

Based on this valuation exercise, the Company is valued at MUR12.028 billion as at 31 December 2023. As at the date of this Prospectus, the Company had 455,400,000 ordinary shares in issue, implying an equity value per share of MUR26.41 based on the fair value determined by the Independent Valuer.

Emtel is committed to achieving a successful IPO by facilitating broad investor, particularly retail, participation and encouraging aftermarket trading in its shares. The Directors, having considered the independent valuation alongside its stated commitment to achieving a successful IPO, have recommend a c.13% discount to the fair value per ordinary share which equates to an Offer Price of MUR23.00. The calculation for the Offer Price of the ordinary shares of the Company on the SEM at MUR23.00 per share is detailed below:

Table 12: Offer Price

Fair value of Emtel Ltd as at 31 December 2023 (MUR million)	12,028
Less: Listing discount calculated at 13% (MUR million)	(1,564)
Market value of Emtel Ltd upon listing (post discount) (MUR million)	10,464
Number of issued ordinary shares of Emtel Ltd	**455,400,000**
Offer Price per share (MUR)	23.00

6.9. Lock-in Period

Except for the Sale Shares sold on the First Day of Trading, CJ and ICIL, as controlling shareholders at the date of the admission to the Listing, agree not to dispose of their shares in Emtel for six (6) months from the date of admission of Emtel to the Official List of the SEM.

6.10. Governing Law and Dispute Resolution

This Prospectus is governed by and construed in accordance with the laws of the Republic of Mauritius.

Any dispute, controversy or claim arising out of, or relating to, this Prospectus or the breach, termination or invalidity thereof, or relating to Emtel (each a "**Dispute**"), shall be referred to, and finally resolved through, arbitration in accordance with the International Arbitration Act, 2008 of Mauritius, as amended from time to time, and administered by the Mauritius International Arbitration Centre ("**MIAC**") under the MIAC Arbitration Rules in force when the Request for Arbitration is submitted (the "**MIAC Rules**"). The arbitration shall be conducted by an arbitral tribunal which shall consist of a single arbitrator under the MIAC Rules. The language to be used in the arbitration shall be English. The seat of the arbitration shall be Port Louis, Republic of Mauritius; and the arbitral award shall be binding and not subject to appeal.

6.11. Where to Obtain the Prospectus and Application Form

Printed copies of the Prospectus and the Application Form may be obtained from the Sponsoring Broker, M.C.B Stockbrokers Limited's and Emtel Ltd's registered offices, or from your usual Investment Dealer (please refer to contact details found in Section 15.1). Soft copies of the application documents are also available from Emtel's website and the Sponsoring Broker's online subscription portal at invest.mcbcapitalmarkets.mu

7

Mauritius Macroeconomic Overview

Mauritius Macroeconomic Overview

7.1. Macroeconomic Profile and Recent Developments

General Macroeconomic Profile

The Mauritian economy is diverse with a number of key sectors, including services, industry and agriculture. The services sector mainly comprises hospitality, financial services, transportation, and telecommunications.

Table 13: Contribution to GDP by Sector

	Agriculture	Industry	Services
Contribution to FY2023/24 GDP by sector	4.6%	38.9%	56.5%

Sub-sectors in industry comprise textile manufacturing, food processing and light engineering, amongst others. The Mauritian government has adopted a "pro-business" approach to policymaking, which has had a positive impact on driving the country's economic growth.

Table 14: Breakdown of Economic Activity by Sector

	Agriculture	Industry	Services
Employment by Sector (in % of total employment)	5.1%	23.6%	71.3%
Value added (annual % change)	3.4%	5.6%	10.6%

Source: Statistics Mauritius and World Bank

The Economic Freedom Report (2022) issued by the Fraser Institute ranked Mauritius 9th out of 165 developed and emerging market countries, with the report placing Mauritius in first position as the most economically free country in Sub-Saharan Africa. The report notes that Mauritius ranks well relative to its peers due to its freedom to trade internationally, its legal system and its property rights.

The Mauritian National Budget Speech FY2023/24 delivered by the Minister of Finance in June 2023 projected the Mauritian economy to grow by 8.0% in FY2023/24 compared to 6.9% in the previous financial year. The financial services sector contributed 13.7% while tourism contributed 8.0% to the 2023 GDP, compared to 13.5% and 7.4%, respectively in 2021 and 2022. It was also emphasised in the speech that the agricultural sector would receive grants and subsidies to aid in restoring momentum in this key industry.

Statistics Mauritius reported a notable surge in exports, rising from MUR106 billion in 2022 to an expected MUR110 billion in 2023, representing an increase of 3.8%. This growth is primarily attributed to the upswing in the export of food and livestock (MUR25 billion), miscellaneous manufactured articles such as optical goods, jewellery and travel goods (MUR19 billion), and machinery/transport equipment (MUR3 billion).

The strategic location of Mauritius in the Indian Ocean makes it a focal point for commerce and trade activities between select countries in Asia and Africa. Concomitantly, being a member of several regional, and international organisations, notably the South African Development Community ("**SADC**"), the COMESA, Commonwealth of Nations, and the African Union ("**AU**"), amongst others, evidences its connectivity with countries in the Indian Ocean Region, and further accentuates its role as a regional hub. Mauritius is the only African country to have signed a Comprehensive Economic Cooperation and Partnership Agreement ("**CECPA**") with India.

The Mauritius-China Free Trade Agreement ("**FTA**"), being the first FTA that China signed with an African country, provides Mauritius with duty-free access to the Chinese market. Furthermore, Mauritius being a member of the African Continental Free Trade Area ("**AfCFTA**") and of COMESA and SADC free trade areas enhance the economy's openness to member countries while the 46 tax treaties in force in Mauritius promotes better investment in the economy from foreign investors.

Table 15: Key Economic Indicators

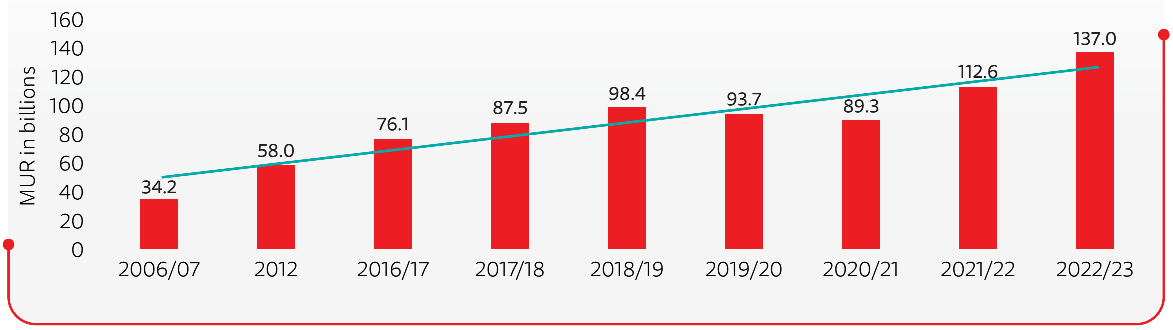
	FY2020/21	FY2021/22	FY2022/23
Services sector growth	(4.4%)	38.4%	11.2%
Industry sector growth	18.5%	6.6%	3.7%
Agriculture sector growth	3.2%	3.8%	8.4%
Growth in Real GDP	3.4%	8.7%	5.1%
Annual core inflation	2.2%	8.0%	10.5%
Average Exchange rate MUR: USD	39.50	42.62	44.32

Table 15: Key Economic Indicators

GDP at market prices	FY2019/20	FY2020/21	FY2021/22	FY2022/23
At current prices (MUR 'm)	471,094	456,341	522,920	610,986
Constant price growth rates (%)	(7.8%)	3.6%	7.1%	7.3
GDP per capita at current prices				
GDP Per Capita (MUR '000)	354,337	377,844	451,384	n/a
GDP Per Capita (USD '000)	9,005	9,063	10,216	n/a
Memorandum Items				
Mid-year Population	1,265,475	1,266,030	1,263,888	1,261,196
Exchange rate MUR:USD	36.86	39.50	42.62	44.32
Trade Statistics				
Exports (MUR 'm)	70,261	75,729	94,793	158,642
Imports (MUR 'm)	182,139	179,948	259,884	434,769
Terms of trade (FY2017/18 as baseline)	104.5	108.3	86.9	n/a

Source: Statistics Mauritius and World Bank

Figure 10: Net Revenue Collections



Source: Mauritius Revenue Authority

Over the last five (5) to seven (7) years, the Mauritius Revenue Authority ("**MRA**") has consistently increased revenue collection, with particular emphasis on the expansion of value-added-tax receipts.

Although revenue collection decreased slightly in 2019/20 and 2020/21 due to the COVID-19 pandemic, a notable increase was seen in the 2021/22 fiscal year, with collections increasing by 26.1% MUR23 million and by 21.7% MUR137 million in 2022/23, highlighting the efficacy of fiscal policies and the taxation framework. The Mauritian economy displayed a gradual recovery, driven by the tourism sector, with the number of tourist arrivals increasing from 997,290 tourists in 2022 to 1.3 million tourists by 2023, representing an increase of 30%. Moreover, the increase in visitors in 2023 generated an estimated total Group Tourism Earnings of MUR86 billion, as per the Bank of Mauritius. Additionally, in the budget speech for FY2023/2024, the BoM expects 1.4 million tourist arrivals by June 2024 with MUR100 billion in tourism receipts. During the initial two (2) months of 2024, Mauritius welcomed a total of 212,574 tourists, contributing to earnings of MUR16 billion within that timeframe.

Mauritius Macroeconomic Overview (Continued)

7.2. Macroeconomic Policy

General Overview

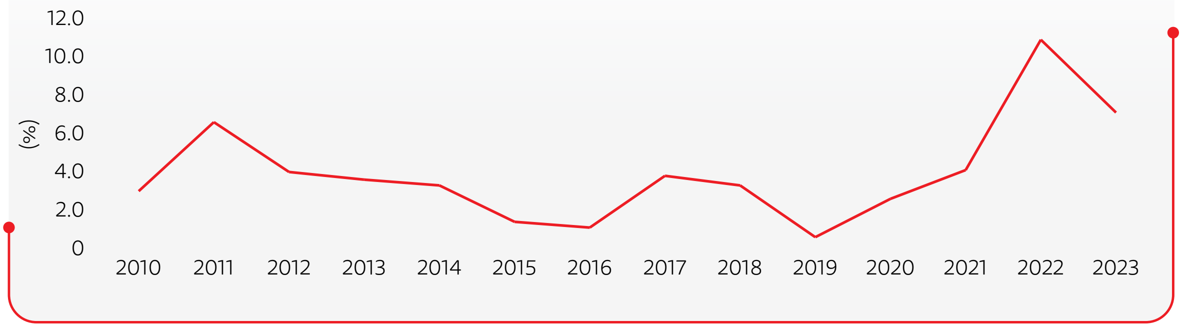
The BoM formulates and implements monetary policy and oversees the exchange rate dynamics of the Mauritian rupee, with the aim of ensuring economic and financial stability. Alongside the BoM, the Ministry of Finance, Economic Planning and Development formulates and implements fiscal policy while simultaneously developing economic growth strategies aimed at enhancing Mauritius's global market competitiveness. Collectively, these institutions play an integral role in promoting the sustainable economic development of Mauritius.

In 2022, the Mauritian economy experienced an inflationary surge of 10.8%, marking the highest point in over a decade. This uptick was driven by external factors, notably the repercussions of the Ukraine conflict, which escalated the prices of food and energy. A secondary catalyst was the lingering aftermath of the COVID-19 pandemic, which caused disruptions in the global supply chain and disrupted the crucial tourism sector, a key revenue contributor to the Mauritian economy.

Faced with these and related challenges, the Monetary Policy Committee ("**MPC**") determined it necessary to recalibrate its framework in response to the evolving economic environment and in January 2023, the BoM implemented a revised monetary policy framework to, amongst other objectives, address the persistent upward trend in inflation experienced in recent years. The strategic focus of the BoM on maintaining price stability saw the central bank setting an inflation target range of between 2% to 5%, with the objective of maintaining a mid-point of 3.5% over the medium term.

In 2023, inflation was recorded at 7% and gradually fell to 5.8% in March 2024.

Figure 11: Evolution of the Inflation rate from 2010 to 2023

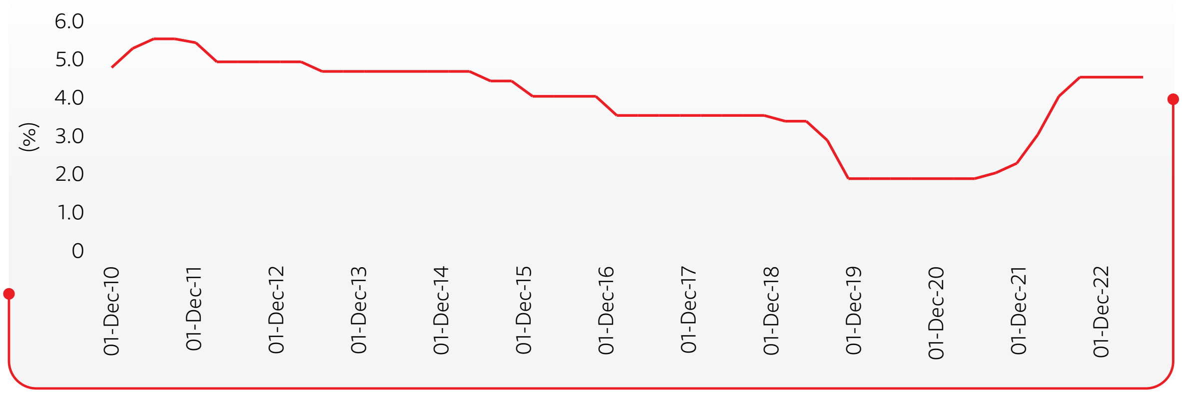


Source: Statistics Mauritius and World Bank

The recalibration of the BoM monetary policy framework also included a pivotal adjustment that saw the transformation of the "Key Repo Rate" into a more encompassing "Key Rate" that served as an indicator of the monetary policy stance. Pegged at 4.5%, mirroring its predecessor rate, this modification was aimed at rectifying prior framework limitations and elevating the effectiveness of the monetary policy transmission mechanism. In response to prevailing economic conditions over the last two (2) years, the MPC increased the Key Rate from 3% to 4.5% between September and December 2022 and maintained the rate at 4.5% during the course of 2023.

Moreover, the BoM maintained the rate at 4.5% in April 2024 as it was observed that core inflation softened.

Figure 12: Evolution of the Key Rate from 2010 to 2023



Source: Bank of Mauritius

The forecasted revenue collection as per the Mauritian budget for 2023/24 is MUR179.2 billion and an expenditure of MUR200.3 billion, resulting in a deficit of MUR21.1 billion. To address this fiscal gap, a strategic mix of funding sources is envisaged, including domestic debt through the issuance of government securities and foreign debt secured through support loans from international financial institutions. Noteworthy allocations within the expenditure framework include substantial provisions for old-age pensions (MUR43.9 billion), government employee compensation (MUR38.9 billion), and subsidies/grants (MUR33.0 billion). With a keen focus on bolstering the purchasing power of the populace and mitigating the impacts of inflation, the government's budget reflects a calibrated approach towards economic resilience and inclusive growth.

The Mauritian economy experienced an estimated gross FDI (Foreign Direct Investment) of MUR37.1 billion in 2023, mainly sourced from France, South Africa and the United States.

Table 16: FDI per Geographical Origin

MUR in Million	2022	2023
Europe	17,7477,308	17,76813,552
Americas	6,3552,826	7,093618
Africa	5,1932,693	4,5722,984
Asia and Oceania	4,1742,199	2,9712,816
Unspecified	223,204	4,6083,130
Total World	33,49118,230	37,01223,100

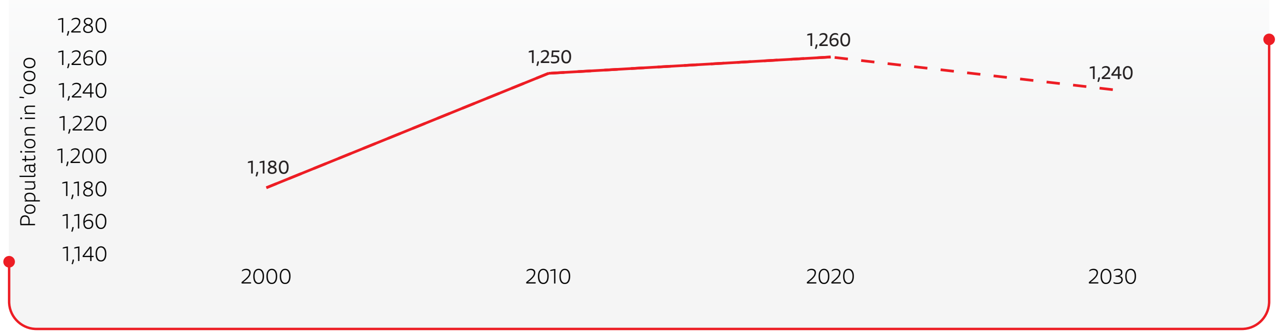
Source: Bank of Mauritius

In 2023, the sector that experienced the highest investment inflows was real estate, amounting to MUR21.1 billion, compared to MUR15.7 billion in 2022. More recently, the agriculture, forestry and fishing sector received MUR 6.2 billion in 2023. The peak in real estate is mainly due to the incentives set by the Government of Mauritius through Property Development Schemes such as the Integrated Resort Scheme ("**IRS**") and Real Estate Scheme ("**RES**"). FDI is one of the main drivers of the Mauritian Economy, hence the incentives to attract such investors.

7.3. Population

The estimated total population of Mauritius in 2023 was 1.3 million, as per the recent report provided by the United Nations and is expected to reach towards 1.2 million by 2032 notwithstanding the impact of any immigration policy as detailed below:

Figure 13: Mauritian Population Growth



Source: World Bank and Statistic Mauritius Office

Highlighting this demographic shift, the World Bank noted the downward trend marked by a zero per cent annual growth rate in 2022. A significant contributor to this trend is the diminishing birth rate, evident in the decline from 14,494 births in 2012 to 12,872 births in 2023. The demographic landscape is further characterised by an ageing population.

Population ageing has become a global phenomenon, and it has been observed in developed nations such as Japan and Italy. In Mauritius, this shift is evident in the increase in the median age from 19.0 years in 1972 to 38.4 years in 2023.

The Mauritian government has increased its openness to foreigners by lowering the minimum investment requirement for business setup from USD100,000 to USD50,000. This scheme encourages more foreigners to work, invest, and settle in Mauritius. Furthermore, the Mauritian government also opened its doors for foreign migrants under the Young Professional Occupation Permit ("**YPOP**"), which gives young students a 3-year work permit depending on their contract of employment.

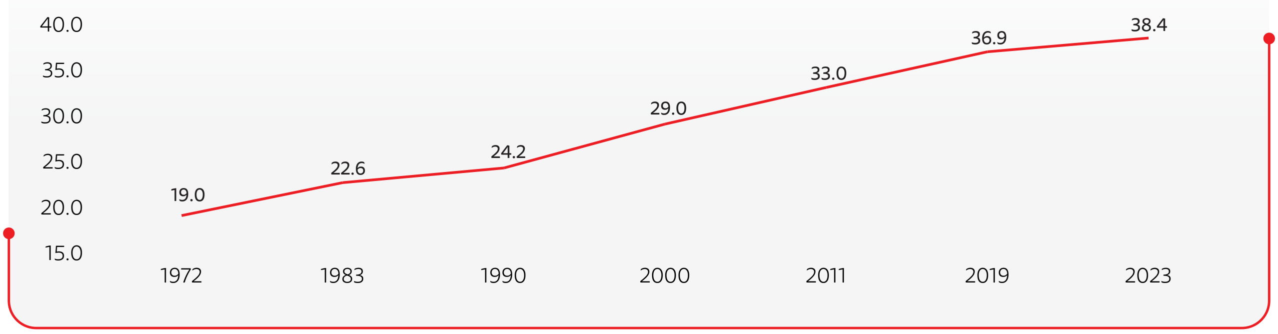
Mauritius Macroeconomic Overview (Continued)

Additional incentives such as the Permanent Residence Permit ("**PRP**") offer foreigners the opportunity to work and reside freely in Mauritius, boasting a residency validity of 20 years, with the option of renewal. This permit is open to a diverse range of individuals including investors, retired non-citizens, professionals, and the self-employed. The PRP provides a positive outlook for the development of the Mauritian economy as well as the growth of the population.

Moreover, the Ministry of Labour, Human Resources Development and Training recorded a total of 36,490 foreign workers in July 2023 compared to 32,724 in 2022. The primary sectors attracting the highest number of foreign workers in Mauritius include manufacturing, construction, and wholesale/retail trade.

Additionally, Mauritius has been a member of the International Organisation for Migration ("**IOM**") since 2006. The IOM Mauritius has been collaborating with the government to bolster areas of migration management, labour and facilitated migration, to mention a few, such as the operation of a Canadian Visa Application Centre ("**CVAC**") since 2016 whereby CVAC caters for visitor visas, study and work permits, and permanent resident cards. These incentives are estimated to potentially drive the population of Mauritius and its economy.

Figure 14: Median Age in Mauritius



Source: Statistics Mauritius

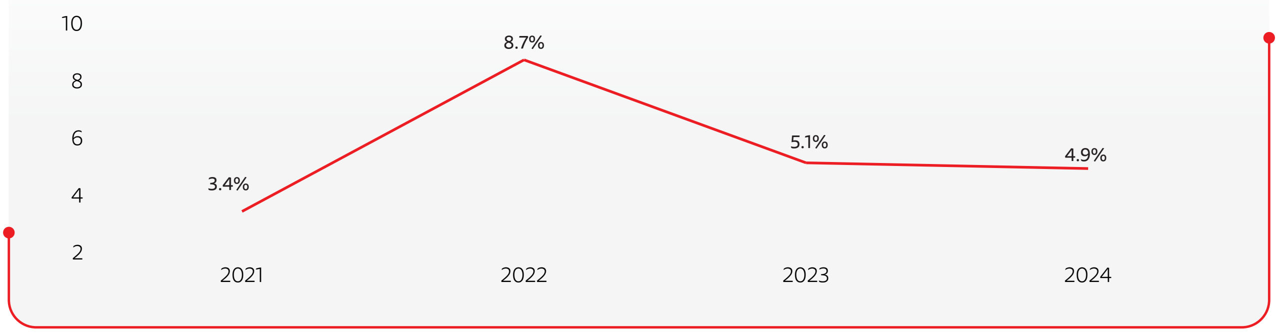
7.4. GDP growth

The Mauritian government had forecasted a moderation in GDP growth for 2023/24, aiming for a sustainable rate of 5% and ended the year of 2023 with a growth of 6.9% compared to 8.9% in 2022. Major contributors to GDP included the tourism sector, IT services and global business activities.

The government's strategic focus involves substantial investments in the country's infrastructure and targeted initiatives to enhance employment prospects, collectively aimed at growing the overall economic environment in Mauritius. In March 2024, the IMF recorded a real GDP growth of 4.9%.

The GDP growth in 2024 is estimated to be driven by major construction related to housing and transportation projects. Another main contributor to the forecasted economic growth is the normalisation of tourist arrivals to pre-COVID-19 levels. The government's strategic focus involves substantial investments in the country's infrastructure and targeted initiatives to enhance employment prospects, collectively aimed at growing the overall economic environment in Mauritius.

Figure 15: Real GDP Growth (%)



Source: International Monetary Fund

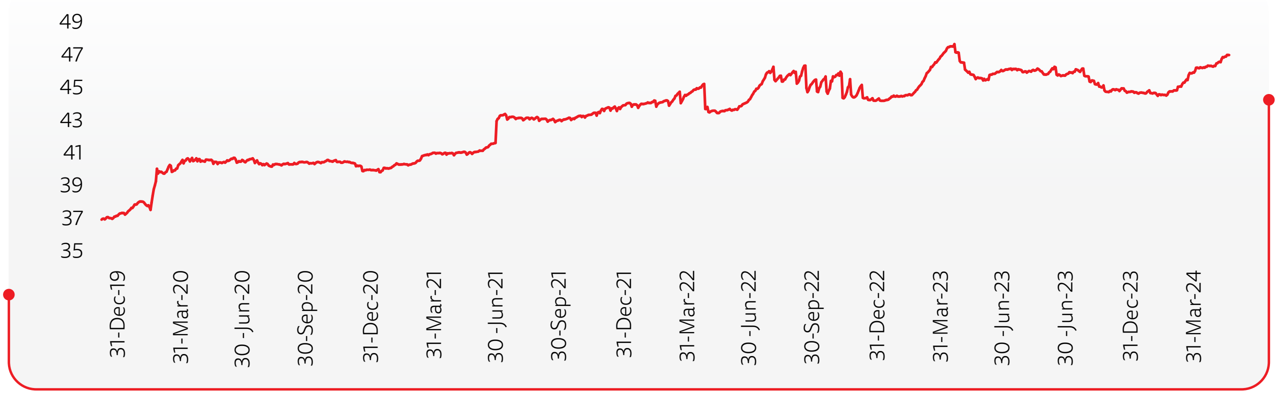
With the recent credit ratings by two (2) prominent credit rating agencies, the demand for Mauritian bonds is estimated to increase, and the current account is being strengthened.

7.5. Exchange Rate

Mauritius maintains a market-determined exchange rate susceptible to external and domestic factors. The Mauritian rupee encountered significant depreciation against the USD in 2023, prompting the BoM to execute 18 interventions aimed at mitigating fluctuations. As of December 2023, the average annual exchange rate was MUR44.11 to the US dollar, compared to MUR43.65 in December 2022.

The Mauritian rupee experienced some appreciation in 2023 but weakened by 4.9% to 46.90/USD in the first quarter of 2024. However, the Bank of Mauritius reserves was estimated at USD7.2 billion, which covers approximately ten months of imports as of January 2024. The Mauritian economy is defensive and can withstand reasonable foreign exchange downturns.

Figure 16: MUR/USD Exchange Rate



Source: Bank of Mauritius

8

Mauritius Taxation

Mauritius Taxation

Information on taxation given below is a summary of certain tax considerations under the laws of the Republic of Mauritius as at the date of this Prospectus. It is not intended to be a complete overview of all tax considerations and Prospective Investors should consult their lawyer, accountant, or investment advisor with regard to legal, tax, and related matters concerning their investment.

8.1. Stamp and registration duty

No stamp or registration duty is payable on the transfer of the Offer Shares.

8.2. Capital gains tax

Gains derived by a shareholder from the sale of Offer Shares are treated as capital gains and are not subject to tax in Mauritius unless that shareholder is in the business of trading in securities, in which case he/she/it must consult tax advisors to ascertain his/her/its position.

8.3. Personal Tax

The dividend paid on the Offer Shares will be exempt from tax under paragraph 1(a) of Sub-Part B of Part II of the Second Schedule to the Income Tax Act, 1995.

8.4. Inheritance Tax

Gains derived by the heirs of a deceased shareholder on the transmission of the Offer Shares are not subject to inheritance or succession tax in Mauritius.

9

Overview of the Mauritian Telecommunications Sector

Overview of the Mauritian Telecommunications Sector

9.1. General Sector Overview

Mauritius has one of the most developed telecoms markets in Africa. Its developed economy, coupled with a smaller geographical size, provides an environment conducive for the development of advanced mobile and wireless services.

The mobile market growth is largely on the back of 4G and 5G uptake and this continued uptake provides strong tailwinds for future growth.

The leading market participants in the country's telecommunications sector include Emtel, my.t (majority government-owned, with Rimcom Ltd, an investment vehicle wholly owned by Orange SA, formerly France Telecom holding a 40% shareholding) and CHILI (owned and operated by Mahanagar Telephone Nigam Ltd or "MTML").

Emtel and my.t each have an extensive offering that includes mobile, enterprise, broadband, pay TV and over-the-top offerings.

Figure 17: Emtel Mobile Subscribers ('000)

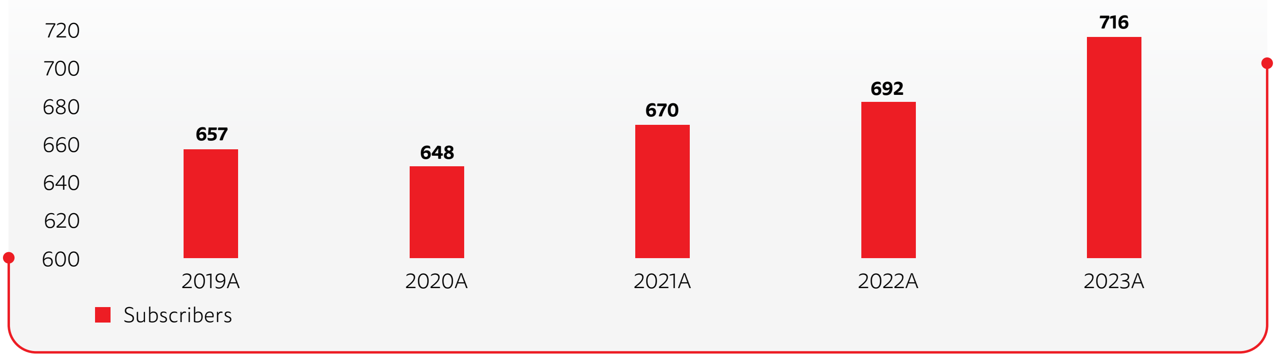
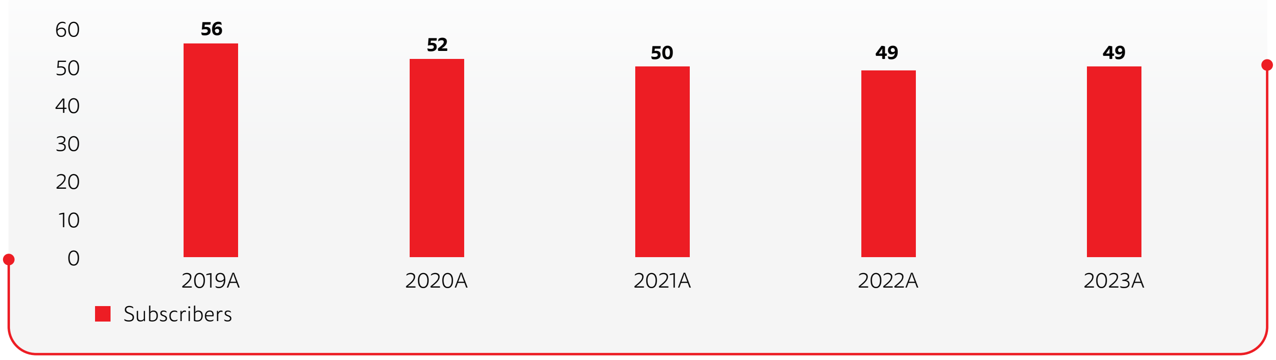


Figure 18: Emtel Home Broadband Subscribers ('000)

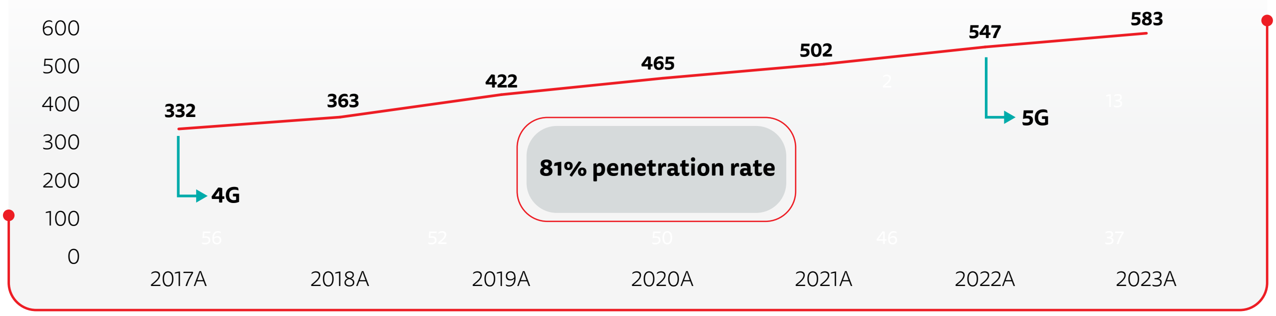


The adoption of mobile data has been growing year-on-year in line with increasingly data savvy customers, as information and entertainment become readily available on line. Emtel embarked on a number of initiatives to facilitate the access to mobile data in the country. The Compnay has since, witnessed a sustained growth in its mobile data subscriber base driven by the following main initiatives amongst others:

i. Being the first to implement 4G (LTE) in Mauritius in 2012 with island wide coverage in 2017;
ii. Being the first to introduce unlimited data packs in Mauritius in 2017, hence making data more affordable and accessible;
iii. Introduction of affordable 4G smart phones in the market; and
iv. Implementation of wide scale 5G in 2022 with 5G mobile data in 2023.

5 GlobalData Mauritius Telecom Operators Country Intelligence Report, November 2023

Figure 19: Evolution of Emtel Mobile Data User Base ('000)



2030 Digital Mauritius

The Mauritian government has introduced its 2030 Digital Mauritius initiative which is aimed at developing ICT infrastructure and transforming the digital economy. The government has recognised the importance of the ICT sector and its contribution to the country's gross domestic product (5.9% in 2022). As part of this initiative, the government will establish a digital government which will foster public private partnerships with ICT participants to further develop the industry.

The framework to implement 2030 Digital Mauritius, examines elements that will constitute building blocks and include opportunities, challenges, emerging trends and technologies to come up with strategic direction along five (5) strategic waves surfing on public private sector collaboration.

The five strategic waves are:

1. ICT Infrastructure and Broadcasting
2. E-Government and Business Facilitation
3. Talent Management
4. Cyber Security and Cyber Crime
5. Innovation and Emerging Technologies

As part of this strategy the government will invest with the intention for Mauritius to have world-class network capabilities, expand international internet connectivity to link to new submarine cables (SAFE, LION, METISS, MARS, 5th, 6th cables), develop new data centres and disaster recovery centres coupled with widespread availability of Fibre and 5G technology.

The strategic focus and investment into the industry provides tailwinds for the sector participants which increase innovation and have resultant benefits for its consumers.

Sector Outlook[6]

The mobile data and fixed broadband segments in the country's Telecommunications market are expected to drive growth in telecom service revenues in Mauritius. This is mainly due to low churn rates as subscribers opt for bundled services, Machine-to-Machine ("**M2M**") and IoT trends, the adoption of 4G services and higher-ARPU-yielding 5G services. Additionally, higher-ARPU yielding broadband plans will support growth in the fixed broadband segment. On the other hand, the rise of over-the-top voice services and internet-based communications will see the voice segments decline in revenues over the next few years, with the average monthly mobile voice usage declining from 50 minutes in 2023 to 35 minutes in 2028.[7]

Smartphone subscription growth is likely to remain steady due to the rise of accessible low-cost smartphones coupled with operators offering discounts and convenient instalment options. Furthermore, 4G and 5G subscriptions are expected to increase gradually to capture a higher share of total mobile subscriptions over the next five (5) years, driven by the increased demand for high-speed mobile data services for video streaming and social media consumption by subscribers.

The fixed broadband segment is set to grow as operators attempt to pair fixed broadband with Pay TV services and promote segmented broadband plans. Moreover, the adoption of high-speed broadband services coupled with growth in both circuit-switched and voice-over internet protocol subscriptions is expected to support growth in the number of home broadband in Mauritius.

9.2. Role of the Regulator and Regulatory Framework[8]

- The ICTA is the regulatory body for telecommunication services and operators in Mauritius. The ICTA is crucial for democratising access to information and serves to foster growth and promote efficiency in the telecommunications industry. The ICTA aims to achieve this by setting regulations that encourage competition, innovation and investment in the industry. The ICTA has played a pivotal role in leading the development of telecommunications infrastructure in Mauritius, enabling the country to leverage its infrastructure for significant economic growth and positive societal transformations.
- Pursuant to section 16 of the ICT Act, the ICTA has as some of its objectives:
  a. to create a level playing field for all operators in the interest of consumers in general (section 16(a));
  b. to license and regulate information and communication services (section 16(c));
  c. to ensure that telecommunication services are reasonably accessible at affordable cost nationwide and are supplied as efficiently and economically as practicable and at performance standards that reasonably meet the social, educational, industrial, commercial and other needs of Mauritius. (section 16(d)); and
  d. to promote the efficiency and international competitiveness of Mauritius in the information and communication sector (section 16(f)).
- The main duties and functions of the ICTA with respect to Telecommunications are: i) exercising licensing and regulatory functions, which include the issuing of licences and ensuring the quality and safety of information and communication services; ii) regulating the allocation of frequencies; iii) determining the cell phone numbering system; iv) managing the Cell Phone Numbering Plan for efficient use of the numbering space; v) allocating cell phone numbers; vi) advising and assisting in the formulation of national policies regarding the regulation of telecommunications; vii) following the work of the relevant itu-t study groups and attending study group meetings; and viii) representing Mauritius in international telecommunications conferences.
- The ICTA also plays an important role in regulating tariffs for information and communication services and every public operator must submit to the ICTA, for its approval, a tariff for every information and communication service which it wishes to supply.
- The ICT Act also establishes an ICT Advisory Council. Its role is to advise the Minister on the subject of IT and telecommunications on a number of matters pertaining to information and communication technologies and services.
- Under the ICT Act, no person shall be eligible to be appointed or to remain a member of the ICTA if he or she is a shareholder or director or employee of a public operator.

9.2.1. Data Protection

Mauritius adopted the Data Protection Act, 2017. It aims to strengthen the control and personal autonomy of individuals and their rights with respect to personal data in line with current international standards. It provides for the protection of privacy rights of individuals by regulating techniques used to capture, transmit, manipulate, record or store personal data.

Emtel has put in place rigorous processes and policies for protecting and handling personal data in compliance with the Data Protection Act and guidelines. Emtel is registered with the Data Protection Office as a Data Controller and a Data Processor.

Personal information of investors will be treated confidentially. Personal data may be stored electronically and accessed by the Company, its agents and subcontractors for the purpose of communicating with investors, managing accounts, analysing data or developing and improving services. Personal information may also be shared with regulators or with anybody with which the company is statutorily obliged to share such information.

9.2.2. Cybersecurity

The Cybersecurity Act in Mauritius, enacted to address cyber threats, regulates critical information infrastructure, data privacy, and incident response. It mandates the establishment of the National Computer Security Incident Response Team (CSIRT) to coordinate cybersecurity efforts. The Act delineates roles for public and private entities, fostering collaboration. Its key elements include measures for protecting digital infrastructure, ensuring data privacy, and enforcing incident response protocols. Through this robust framework, Mauritius fortifies its digital resilience, promoting a secure environment conducive to innovation and sustainable growth.

6 GlobalData Mauritius Telecom Operators Country Intelligence Report, November 2023
7 GlobalData Mauritius Telecom Operators Country Intelligence Report, November 2023
8 Information and Communications Technology Authority Website, as at 12 December, 2023

9.3. Key Sector Participants and Competitive Landscape[9]

9.3.1. Mauritius Telecom, the legacy operator, operates under the brand name of my.t. The Government of Mauritius, the State Bank of Mauritius (through its wholly owned subsidiary SBM Holdings Ltd) and the National Pensions Fund hold 59% in the operator with Rimcom Ltd holding a 40% stake. The remaining 1% is held by eligible employees and pensioners.

9.3.2. Emtel is the second-largest player, with an estimated market share of 44.5% at the end of 2023. In 2014, Millicom International Cellular sold its 50% stake in Emtel to its local joint venture partner CJ. In May 2015, ICIL purchased a 25% stake in Emtel.

9.3.3. MTML operates under the brand name of CHILI, a company owned and operated by Indian Metropolitan Telecoms incumbent Mahanagar Telephone Nigam Ltd.

9.3.4. Emtel, my.t and CHILI were allocated 5G spectrum in 2021, with Emtel being allocated 100MHz of the 2600 MHz frequency band and my.t. and CHILI being allocated 100 MHz of the 3500 MHz frequency band.

9.4. Recent Developments in the Sector[10]

9.4.1. The ICTA granted 5G licences to Emtel, my.t and CHILI in 2021, with Emtel being the first operator to roll out 5G to homes in July 2022.

9.4.2. At the end of 2023, it is estimated that there were around 111 000 5G subscribers in Mauritius.

9.4.3. Data from the Bank of Mauritius reports that there are 1.59 million mobile banking subscribers at the end of January 2024, an increase of 9.3% year-on-year.

9.4.4. The financial sector in Mauritius is already relatively well developed and according to the Bank of Mauritius, around 54% of the population are internet banking customers, leaving mobile network operators well-positioned to offer easy access via digital platforms.

9.4.5. In 2022, Emtel introduced "blink", its mobile money application. Other mobile money applications includes Mauritius Commercial Bank's application, MCB Juice , MyT money by Mauritius Telecom and Bank One's mobile payment App, "pop".

9 Fitch Mauritius Telecommunications Market Overview, 1 September 2023 GlobalData Country Intelligence Report, November 2023.
10 GlobalData Country Intelligence Report, November2023. Bank of Mauritius, Monthly Statistical Bulletin – February 2024

10

Risk Factors

Risk factors

Any investment in the Ordinary Shares is subject to a number of risks. Prior to making an investment decision in relation to the Ordinary Shares, prospective investors should carefully consider the risks and uncertainties outlined below, together with all other information contained in this Prospectus.

The risk factors set out below are those of which the Company is currently aware and which the Company believes, as of the date of this Prospectus, may materially affect the business of the Group, and do not purport to be an exhaustive list or explanation of all the risks involved in investing in the Ordinary Shares or that may adversely affect the business of the Group. Other risks and uncertainties relating to an investment in the Ordinary Shares and the business of the Group that are not currently known to the Company, or that the Company currently deems immaterial, may individually or cumulatively also have a material adverse effect on the Group's results of operations, financial condition and business prospects. If any such risk(s) materialise, the price of the Ordinary Shares may decline, and investors could lose all or part of their investment.

The Group has a strong framework for Risk Management and Risk Mitigation.

All of these risks and uncertainties are contingencies that may or may not occur. The Group may face a number of the risks described below simultaneously and some risks described below may be interdependent. Although material risks have been grouped together in a coherent manner and material risks considered to be most pertinent to the business of the Group have been prominent at the beginning of the material risk disclosure below, the order in which the remaining risks are presented is not necessarily an indication of the likelihood of the risks actually materialising, or the potential significance or magnitude of the impact of the risks or of the scope of any potential negative impact to the business of the Group including its financial condition, results of operations and/or prospects. While the risks factors below have been divided into categories, some risk factors could belong in more than one category and Prospective Investors should carefully consider all of the risk factors set out in this section.

Further, Prospective Investors should carefully read and review the entire Prospectus and should form their own views before making an investment decision in relation to the Company on the basis of all the information contained in the Prospectus. Furthermore, before making an investment decision with respect to any Ordinary Shares, Prospective Investors should consult their own professional advisors and carefully review the risks associated with an investment in the Ordinary Shares and consider such investment in light of their personal circumstances.

10.1. Risks relating to the business of the Group

10.1.1. The telecom business faces competition from traditional and non-traditional operator in the telecommunications sector

Emtel is a prominent wireless network operator that holds a significant market share in mobile voice and mobile data services. The Company faces competition from both traditional and non-traditional operators in the market, especially in terms of pricing, throughout its segments, which might negatively impact the Company's sales and margins.

Emtel's business depends on customer acquisition, customer retention, developing and providing innovative products and solutions to both retail and enterprise customers, development of new products and solutions is subject to unpredictable and volatile factors beyond the company's control, including customer preferences and competing products and solutions as well as market conditions.

Given the intense competition in the telecommunication sector, differentiation amongst competitors becomes critical and may have an impact on profitability and market share due to ineffectiveness in areas such as service rates, customer acquisition, or retention could impact the Company's operations.

The Company also faces competition from non-traditional communication service providers (OTT) in both retail and enterprise business. Consequently, traditional revenue streams, including pre-paid mobile voice and SMS services, face escalating competition from these non-traditional competitors.

In order to compete effectively, Emtel operates in an agile manner to meet the demands of its consumers in an evolving telecoms industry. The Company plans to achieve sustainable, profitable growth by focusing on digitisation and sustainable development.

The Company's focused investment in new technologies enables it to stay ahead of the curve and it invests in the best talent available.

10.1.2. Decline of growth in revenue from voice services

There is a decreasing demand for traditional voice services throughout the telecommunications industry across the globe. Emtel expects voice revenue to decline in the medium term. In addition, the Company's revenue from interconnect and roaming services could also decrease if there is a drop in demand for voice services in the industry.

Amid the global decline in revenue generated from voice services, data service and digital service revenues experience a concurrent surge. Anticipating a surge in smartphone and tablet usage, video consumption, and other multimedia services, along with improvements in mobile network capacity, the Company foresees a sustained demand for data services that will be more than offset any decrease in voice service revenue.

Even though the Company acknowledges mobile data demand as a key factor for future growth and intends to enhance its infrastructure and products accordingly, there is no guarantee of successfully capitalising on the projected rise in data traffic or meeting evolving customer needs promptly.

10.1.3. Emtel should focus on offering products or services that are in demand among customers and are up-to-date technologically and beneficial

The Company's success in business is determined by its ability to deliver value for money services to consumers. The Company provides technology-intensive services that may become non-competitive, be replaced, or have reduced prices due to the development or adoption of new technologies. If Emtel is unable to anticipate changes in customer preferences, industry developments, or technological trends, or if it fails to adapt its service offerings in a timely and cost-effective manner to these changes, its operations may be adversely affected.

Emtel is fully committed to always looking ahead, identifying new avenues and opportunities for diversification of its services for customers. The Company's efforts to diversify can be seen in the projects it is currently working on, such as foray into the FinTech space, building a technology park, and exploring the possibility of launching a Tier-4 Data Centre and bundling internet and TV channels.

10.1.4. Significant capital investment in company's telecommunications business requires financing and is exposed to foreign exchange risk

The Company works in the capital-intensive Telecoms sector. It necessitates substantial expenditures for the development and procurement of new network infrastructure as well as the growth, modernisation, or enhancement of current infrastructure, IT, and intangible assets. Moreover, changes in exchange rates or a lack of foreign exchange could prevent the company from funding planned capital expenditures in the future.

The Company's ability to secure external financing and the cost thereof represent inherent risks influenced by various factors. These include the Company's future financial condition, operational performance, prevailing capital market conditions, interest rate fluctuations, availability of credit, lender confidence, tax laws, and the political and economic climate in Mauritius. Adverse changes in any of these variables, such as a rise in interest rates resulting in increased borrowing costs for the Company, pose a risk that could impede its ability to secure external financing or elevate the expense associated with it.

10.1.5. Reliance on third-party suppliers for the majority of its infrastructure and equipment

The Group's network and billing infrastructure are dependent on a single large equipment vendor which may pose a risk to the organisation. The Company does not have direct control over this crucial equipment provider's operations and finances, and thus has little influence on the manner in which this supplier conducts its business. This creates a risk to the Company's ability to continue operations in the event that this supplier experiences any kind of adverse occurrence or major interruption to their operations or the current contractual relationship.

Continuous supplier performance monitoring and network infrastructure planning help the Company control this risk. The supplier has also established a local office in Mauritius to provide full support as needed.

10.1.6. Security breaches and cyber-attacks can cause significant disruptions to Emtel's ability to operate its business breaches

The Company's IT systems and customers' data are at risk from outside parties or adverse insiders. The number of devices, interfaces, and network connections increases this risk. This could interrupt operations, make it hard to restore critical services, compromise assets, and may lead to financial loss to customers.

The Company faces risks from cyber-attacks by exploiting vulnerabilities in IT systems. There is a possibility of system down-time if Emtel or its vendors become the target of a cyberattack. The 'down-time' may result in reputational damage or customer confusion and could have an adverse effect on Emtel's business, operations or damage its reputation.

The Company has adopted a proactive cybersecurity approach aimed at overseeing and improving its IT operations, infrastructure, and cloud environment to address this risk. This strategy involves ongoing monitoring, training to enhance personnel skills, investment in new tools, and refinement of security strategies.

Despite the Company's efforts, it cannot provide assurance that its information security controls and infrastructure will consistently prove effective.

Risk Factor (Continued)

10.1.7. Failure or disruption in the network quality of Emtel, leading to a negative customer experience

To deliver its services effectively, the Company relies heavily on the continuous functioning of its telecommunications networks. These networks are susceptible to various risks, such as technical glitches, ageing infrastructure, human error, deliberate acts of sabotage or natural disasters, delays or breakdowns in equipment, shortages of spare parts or energy, software glitches, physical damage, inadequate disaster recovery plans, and staffing shortages among service providers, among other factors. Occasionally, customers might have encountered issues like blocked or dropped calls or slow data speeds.

To address this, the Company continually invests in infrastructure development, enhance customer service initiatives, and engage in marketing efforts to retain existing customers and attract new ones. While the Company maintains comprehensive business continuity and disaster recovery plans to minimise disruptions and ensure uninterrupted service, it cannot guarantee that these plans will always be fully effective.

Additionally, the Company relies on interconnection with other telecommunications operators' networks to connect calls domestically and internationally. Despite having agreements in place, the Company lacks direct control over the quality of these networks, interconnections, or international roaming services they offer.

A comprehensive strategy and action plans are in place to address the challenges of network connectivity which is reviewed by management on a regular basis.

10.1.8. Recruitment and retention of key personnel

The Company relies on skilled and experienced personnel to provide its services and maintain its operations. This includes acquiring talent with skill sets that go beyond core telecommunication offerings and venture into new age emerging technologies. While the Company's succession plan, strategy, and other internal programmes address the retention of key personnel, the attrition of key personnel may result in the loss of talent and experienced resources.

To address this risk, the Company employs strategies and initiatives to proactively identify and resolve key concerns, and is committed to providing competitive compensation, career growth opportunities, and fostering a positive work culture.

10.1.9. Potential disruption to Emtel business operations due to IT system failure

While the Company's critical systems is designed for high availability to avoid any down-time, any issues with these systems could disrupt regular business operations and lead to a decrease in operational and management efficiency. For instance, a breakdown in one or both of these systems could lead to the Company's network becoming inaccessible or unusable to customers.

10.1.10. Failure to acquire premium and exclusive content

MC Vision Ltd, is a leading direct-to-home (DTH) service provider, and Emtel understands the critical importance of offering premium and exclusive content to its subscribers. However, failure to acquire such content poses significant risks to its business. Premium and exclusive content serves as a key differentiator in a highly competitive market as it attracts and retains subscribers while driving revenue growth. Without access to compelling content, Emtel risks losing it's competitive edge and failing to meet the evolving demands of its audience.

To address this risk, Emtel has implemented a series of proactive measures aimed at enhancing its content acquisition strategies. These measures include engaging in negotiations with content providers to secure licensing agreements and fostering strategic alliances with content creators and distributors. By diversifying Emtel's content portfolio and offering unique and appealing entertainment options, the company aims to differentiate ourselves in the marketplace and maintain our relevance in the eyes of consumers.

10.2. General Business Risks

10.2.1. Financial risk

Financial risk is the possibility that by failing to implement adequate financial controls, mechanisms, policies, and procedures, the Company's profitability, liquidity, and solvency may be at risk of declining below acceptable levels or falling to levels that threaten its viability as a going concern.

This risk is mitigated by setting the right end-to-end processes and internal controls across all the main functions within the organisation. The internal audit function is also outsourced to reputable providers which review and scrutinise the Company to ensure adherence to sound internal controls and compliance with financial and regulatory requirements.

10.2.2. Credit risk

Credit risk is the risk of financial loss to the Company due to failure by counterparties to honour their financial obligations to the Company. Credit risk could result from both business customers and post-paid subscribers of the telecommunications industry, as well as distributors failing to make payments on time.

The Company applies rigorous due diligence and monitoring procedures for post-paid customers, including credit approvals and limits, to manage credit risk however there is no guarantee, there is no guarantee that these steps will be sufficient to minimise or mitigate such risks.

10.2.3. Market risk

Changes in the market prices of the goods, services and currencies in which the Company transacts may have an impact on its revenue, capital expenditure and operating costs. Mauritius is susceptible to changes in the price of commodities –particularly oil – on a global scale, just like many other nations in the region. Due to its operations, the Company is primarily exposed to the financial risks of fluctuating interest rates and foreign exchange rates as a result of the sector's capital and operational expenditures.

The IMF press release dated 23 February 2024 projects that the GDP growth in Mauritius shall be at a rate of 4.9% driven by construction as major social housing and public transportation projects are ramped up and the recovery of tourism to pre-pandemic levels.

10.2.4. Strategic risk

Emtel's strategy is based on three (3) pillars: (1) diversification of their existing business portfolio; (2) growth in new verticals; and (3) technological innovation. There can be no assurance that the Company will achieve its strategic growth targets within the stated timelines because expanding and carrying out its operations as well as achieving its strategic objectives involve risks, costs, and uncertainties.

Emtel mitigates its strategic risks by enhancing focus on growing technology skills and capabilities to compete with disruptive market players and take actions to increase market share.

10.2.5. Operational risk

Financial loss may result from a number of factors, including the malfunction or inadequacy of the Company's systems, processes, and human resources functions, as well as from outside events. External factors, such as those resulting from legal and regulatory requirements and generally accepted standards of corporate behaviour, may also result in financial loss.

The Company has made sure that it has implemented the necessary governance committees and disclosure policies for a listed company, the necessary policies for monitoring related party transactions, and pertinent accounting policies with respect to acquisitions and fraud detection, in order to strengthen its internal controls.

The Company mitigates its operational risk by ensuring robust internal controls are in place and are adhered to.

10.2.6. Compliance risk

The environment in which the Company operates is highly regulated. It is regulated by several authorities including mainly: the ICTA for its telecommunications business; the BoM for its mobile payment business (MFS); the Independent Broadcasting Authority for MC Vision's business; the Data Protection Office under the Ministry of Technology, Communication and Innovation with respect to data privacy and protection; and the Company will, upon Listing, be regulated by the SEM and the Financial Services Commission.

In addition, the Company is subject to compliance requirements under foreign laws in respect of export control, sanctions, anti-trust, fair competition, bribery, corruption, anti-money laundering, and anti-terrorist financing as a result of its interactions and relationships with multinational corporations.

The Company has implemented required controls and procedures, as well as external audits, to monitor and mitigate risk.

If the Company or any member of the Group were unable to comply with the relevant laws, regulations and rules or the establishment of new laws, including as a result of any changes in or adverse interpretations of existing laws, regulations, and rules, it could adversely affect the Group's business.

10.2.7. Competition laws

By nature of the industry in which Emtel operates, it is subject to the competition laws of Mauritius. Competition laws aim to promote competition in the telecommunications sector and protect consumers from anti-competitive practices of operators, and therefore may potentially prevent any operator from engaging in certain activities or practices.

10.2.8. Anti-corruption laws, sanctions and related risk

The Company is exposed to the risk of operating in a market which may experience fraud, bribery and corruption, and any violations of anti-corruption law may be punishable by criminal action which may result in the imposition of fines, prison sentences for individuals concerned as well as potential disqualification procedures by public authorities, with the consequential reputational loss.

While the Company has specific policies and procedures to comply with anti-bribery, anti-corruption, and anti-money laundering laws and expects the Group's employees to adhere to the high standards set by the Company, it may not be possible to detect or prevent each instance of fraud, bribery, corruption, collusion or intimidation. Further, although these policies include a whistle-blowing mechanism, reporting procedures, and disciplinary penalties for violations, it is not certain that these policies will be effective in preventing all types of unlawful activities as criminal strategies becoming increasingly sophisticated.

The Company conducts regular reviews of its internal compliance policies and procedures to ensure their effectiveness. However, even with improvements, it cannot be fully ascertained that these policies and procedures will be followed at the time or that they will prevent all fraud, bribery, and corruption.

Further, the Company may also be subject to civil or criminal penalties where its employees or agents engage in impermissible or illegal activities, which may result in material penalties and negatively impact the Group's business, financial condition or results of operations. Furthermore, even though the Company has implemented best-in class policies and procedures to assist with compliance in this regard, there can be no assurance that there will be no incidents of non-compliance exposing the Company to the risk of financial sanctions and penalties.

10.3. Macroeconomic Risks

10.3.1. Interest Rates and Inflation

While the primary goal of the BoM is to ensure stable prices and promote balanced economic growth in Mauritius, the Company's financial position or demand for the Company's products and services could be adversely affected by the Monetary Policy put in place by the BoM to achieve its objective(s).

The Company is exposed to the fluctuations in interest rates as borrowings held by the Group are exposed to fixed and variable interest rates. Significant fluctuations in market interest rates can have a substantial impact on the Company, affecting financing costs, cash flow, and profits. The increased cost of servicing debt may pose challenges in meeting debt obligations and limit the Company's borrowing capacity, potentially leading to adverse effects on its business, financial condition, prospects, or profits.

The Mauritian economy and the Company as a result, may be exposed to sustained periods of high inflation. High inflation could have a material adverse effect on the Mauritian economy and the Company's prospects by lowering consumer purchasing power and resulting in a reduction of customer demand for the Company's products and services. Sustained periods of high inflation could have a material adverse effect on the Company's business, financial condition, prospects or profit.

10.3.2. Exchange Rates

Currency exchange rate fluctuations pose a potential risk to the Company's earnings, financial position, and affect comparability over different periods. The Company faces currency translation risk, with a substantial portion of the Group's revenue denominated in MUR and costs denominated in various currencies, including MUR, USD, and EUR. Weakness in the MUR against the USD and EUR can lead to a significant decline in the Company's business, financial condition, prospects, or profits, or profit may be expected to materially decline in relative terms as a result of currency movements over which the Company has no control.

To manage this risk, the Company may engage in FX forwards with financial institutions, subject to regulatory approval, to partially hedge currency volatility in MUR and other currencies.

10.3.3. Climate Risk: Cyclone

The geographical presence of Mauritius exposes it to frequent cyclones and other natural disasters that poses a significant threat to both the population and the economy. The impact of cyclone on Mauritius can be devastating not only for general public but it may also severely damage Emtel's infrastructure like cell towers and cables, leading to disruptions in network connectivity and services

10.4. Industry Risks

10.4.1. Constantly evolving imperatives in consumer Data Privacy and Protection in the Telecommunications sector

The telecommunications industry faces the growing challenge of ensuring that customer data and experiences are safe and secure. Additionally, regulations and compliance requirements with regards to data protection laws are evolving locally and globally.

Emtel's mitigation plan is to ensure that the Data Protection Act, 2017 ("**Data Protection Act**") is being adhered and that all third-party information privacy are kept safe.

The Company is registered with the Data Protection Office as a Data Controller (Registration No. C1788) and a Data Processor (Registration No. P144); the Certificates of Registration were last renewed in August 2023 as per the Data Protection Act and shall be renewed in July 2026.

The Company is committed to securing the confidentiality, integrity and availability of information for the day-to-day business activities and technical operations. Emtel has implemented the ISO27001:2013 requirements in its operations and the Emtel Data Centre is certified with the Mauritius Standards Bureau.

The Company had appointed Ernst & Young Ltd (Mauritius) to conduct an internal audit review in 2023, to assess the adequacy of the framework which has been implemented by Emtel and to comply with the requirements of the Data Protection Act. It was reported that the Company has a relatively mature data protection framework, whereby a number of privacy requirements and practices are already embedded within the Company's process documentation. The framework is governed by a Data Privacy Committee which regroups specific department heads and the regulatory-mandated Data Protection Officer role is also formally designated.

With the enforcement of the new Information and Communication Technologies (Registration of SIM) Regulations 2023 ("**2023 SIM Card Regulations**"), our commitment towards data privacy was strengthened with a series of planned initiatives supported by the team of appointed Data Privacy Champions and the Data Privacy Committee. Due to the nature of its industry, Emtel processes personal data on a large scale and this poses significant privacy risks to its data subjects. The Company is establishing a rigorous data privacy framework which is a key expectation for players in the telecom sector due to its data intensive nature, over and above the compliance considerations which are mandatory.

The Company has published and communicated its Privacy Notice to all stakeholders and is available on the corporate website https://www.emtel.com/privacy-policy. The Company's Data Protection Officer can be contacted at: dataprotection@emtel.com.

10.4.2. Changes to applicable Mauritian laws, regulations and policies may cause disruptions to Emtel's business operations

Changes to the current applicable laws or enactment of new legislation, rules, regulations, policies or guidelines, and/or judicial orders or arbitration awards could adversely impact the profitability of the Company. The changes in law may be in the form of direct changes to the laws that apply to the telecommunications sector or changes to other laws and/or sectors which may indirectly impact the Company.

Such changes include the application of annual solidarity levy, which is calculated as a percentage of annual earnings of Emtel. Any such potential increase in annual solidarity levy or introduction of new tax, changes in the existing tax structure will add to the already high burden of taxes and will result in increased costs and decline in profitability.

10.4.3. The Information and Communication Technologies (Registration of SIM)

The 2023 SIM Card Regulations came into operation on 31 October 2023.

The 2023 SIM Card Regulations require Emtel and other operators including my.t and CHILI to collect and retain certain information and documents from any person who wishes to buy a SIM card (including tourists and persons who wish to buy SIM cards on behalf of corporate bodies or other organisations) before (i) registering the SIM card in that person's name and (ii) activating the SIM card.

The 2023 SIM Card Regulations require all owners of SIM cards issued by all operators to re-register their SIM Card by providing their photograph, their National Identity Card or passport number and a proof of address which is not older than three (3) months. Failure to do so by the prescribed deadline will lead to deactivation of the owner's SIM card.

For users wishing to purchase a new SIM card, the 2023 SIM Card Regulations require all new users to provide their photograph, their National Identity Card or passport number and a proof of address which is not older than three (3) months before a SIM card will be issued in their name and activated.

At the time of issue of this Prospectus, the 2023 SIM Card Regulations were being challenged in the Supreme Court of Mauritius and no judgment has been delivered yet. Should the challenge be dismissed by the Supreme Court, the operators, including Emtel, will have to deactivate unregistered SIM cards which they have issued. This may result in a diminution in the number of active SIM cards in Mauritius. Should the challenge to the 2023 SIM Card Regulations be upheld, one of the remedies which the Court may grant is the quashing of the regulations and of the obligation on SIM card users to re-register their SIM cards.

Emtel is of the view that users will not wish to lose their SIM cards and registration may peak nearer the deadline. Emtel also expects that the 2023 SIM Card Regulations will have no incidence on the growth rate of mobile telephony and mobile data users.

In order to mitigate the risks of deactivation by Emtel of the SIM cards as required by law, the Company has undertaken a broad and far-reaching campaign to inform its subscribers of their obligations under the 2023 SIM Card Regulations and of the consequences of failing to register their SIM cards.

10.5. Regulatory Risks

Regulatory enactments including various permitting or licensing requirements or changes in their interpretation by the competent authorities may limit the Company to operate in a manner that would be most advantageous commercially or financially. The foregoing changes in governmental regulations or policies may have an impact on the business, financial performance, future growth and prospects of the Company and on the economic viability of projects undertaken by the Company. Emtel holds regular communications with local authorities to ensure that the risk is mitigated.

Emtel's telecommunications licences are held, subject to finite terms, with renewal at the end of each term

The Company has been offered a licence for mobile telecommunications services for over three (3) decades. The Company is dependent on obtaining telecommunications licences from the ICTA to operate in the Mauritian market. Although the Company is fully aware of the compliance requirements and conditions that apply to the Group and is committed to abiding by all applicable licence terms, failure in obtaining or renewing any necessary regulatory approvals, the Group's ability to offer some or all of its services could be adversely affected. In addition, the Group may not be able to renew the licences on terms as favourable as the existing licences or at all. The Group has appropriate controls in place to mitigate against any potential non-compliance with licensing requirements and maintains regular engagement with the regulator and the authorities.

10.6. Risks Related to the Offer and Ordinary Shares

10.6.1. There is no developed public market for the Ordinary Shares and the Ordinary Shares are subject to price fluctuations

There is no certainty that a market for the Ordinary Shares will develop, or if it does, that it will be sustained or liquid following the Offer. Further, the SEM could be less liquid than other internationally recognised stock markets. If no active trading market in the Ordinary Shares develops and is sustained following the Offer and the Listing, the liquidity and market price of the Ordinary Shares may suffer materially and the price volatility of the Ordinary Shares may materially increase. Investors may consequently not be in a position to sell their Ordinary Shares quickly or at the market price if no active trading market in the Ordinary Shares develops and is sustained. In addition, an illiquid market for the Ordinary Shares may result in lower market prices and increased volatility, which could materially and adversely affect the value of an investment in Ordinary Shares.

There can be no guarantee that the price of the Shares will not fluctuate. A number of factors, including but not limited to those contained in this Risk Factors section, variations in operating results, or changes in any revenue or profit estimates of the Company that market participants or financial analysts may issue in the future, could cause the market price of the Shares to be volatile and subject to large fluctuations.

The Company may in the future, subject to the lock-up undertakings of the Selling Shareholders, CJ and ICIL, seek to raise capital through public or private debt or equity financing by issuing additional Ordinary Shares (or securities convertible or exchangeable into Ordinary Shares).

Any future offerings or capital raises undertaken by the Company, or the perception that an offering or additional issuance of Ordinary Shares may occur, could have an effect on the value of the Ordinary Shares and increase the volatility in the market price of the Ordinary Shares. Any one or all of these variables could cause significant price changes in Shares, which could reduce shareholders' returns or cause them to completely lose their investment. The Company and the Selling Shareholders (i.e., ICIL and CJ) have undertaken, not to dispose of their shares as further described in Section 6.9 (Lock-in Period) of this Prospectus.

10.6.2. Shareholders may be subject to exchange rate risk

The dividends that will be paid in relation to the Ordinary Shares will be paid in MUR. A foreign exchange risk exists for an investor whose primary currency is not MUR when they make an investment. Any decline in the value of the MUR relative to that foreign currency will lower the investment value of the Shares or any foreign currency dividends. However, there is no assurance that a dividend will be declared and paid in respect of any or every financial year of the Company, and any future dividends will be a function of the profitability and return on equity of the Company, the future organic or acquisitive growth strategies which require capital investment, the need to strengthen the balance sheet including during periods of economic uncertainty and/or other factors that the Board may take into account from time to time.

10.6.3. The Company cannot guarantee making dividend payments in the future

Any decision to declare and pay dividends in the future is contingent on a variety of factors, including the Group's financial performance and capital needs. There can be no assurance that the Group's historic performance will be repeated in the future and consequently the amount of any potential future dividends cannot be guaranteed. The Board's discretion and the applicable laws (at present those of Mauritius) will determine the declaration, payment, and amount of any future dividends paid by the Company.

These decisions will also be based on factors such as the Company's earnings, financial position, cash needs, solvency, liquidity, debt covenants, and the availability of profits and distributable reserves, among others. If the Company's cash flow underperforms, its capacity to pay a dividend may be reduced. There can be no assurance that the Company will pay dividends in the future at the projected levels or at all.

10.6.4. Currimjee Jeewanjee and Company Limited ("CJ"), will, after the Listing, retain at most 60% of the Shares, giving it substantial control over Emtel

CJ is currently the major shareholder of the Company. Subsequent to the Offer, if fully subscribed, CJ will own at most 60% of the Company. CJ is expected to continue to be able to exercise control or influence over the Company's management and affairs, including, among others:

10.6.4.1. the composition of the Board and through it, any determination with respect to the Company's business direction and policies, including the appointment and removal of officers and the declaration of dividends;

10.6.4.2. the Company's acquisition or disposition of assets; and

10.6.4.3. the Company's financing.

CJ is not required to support the Company financially nor act in the best interests of the Company's minority shareholders or of the Company when exercising its majority shareholder rights. Emtel's other shareholders might be harmed by the actions that CJ may decide to take if their interests and those of CJ are at odds, or if CJ decides to force the Company to pursue strategic objectives that are at odds with its interests (whether because of the way their businesses are different or for other reasons).

The Company is committed to applying and upholding the highest standards of corporate governance for the benefit of all stakeholders. Additionally, CJ holds a longstanding relationship with the Company, positively influencing and shaping its strategy and governance. Following the listing, CJ and ICIL (the Selling Shareholders) have undertaken, not to dispose of their shares as further described in Section 6.9 (Lock-in Period) of this Prospectus, emphasising their commitment to the Company, its management and its prospects.

10.6.5. Allocation of the Offer Shares may take longer than expected

Processing of Offer Share applications may take longer than anticipated due to high subscription rates, a lack of order processing capacity, mechanical failure, delays in opening CDS Accounts, and/or human error. Allocation delays can also happen for the aforementioned causes or a general system malfunction. Such delays could occur with respect to this Offer. Accordingly, while the allocation period is expected to be within 10 Business Days from the Closing Date, the actual allocation period may be longer.

10.6.6. Further sales of Ordinary Shares may adversely affect the market price of the Offer Shares

At time of the Listing, there will be 455,400,000 Ordinary Shares in issue. In relation to the Offer, the Selling Shareholders CJ and ICIL have agreed, to certain lock-up arrangements in respect of their holdings of Ordinary Shares in the Company following the Listing, as detailed in Section 6.9 (Lock-in Period).

The Company cannot predict whether substantial numbers of Ordinary Shares will be sold by other Shareholders following the expiry of the Lock-up Period. The sale of a substantial number of Ordinary Shares, or the perception that such sales could occur, could materially adversely affect the market price of the Ordinary Shares and could impede the Company's ability to raise capital through the issuance of equity securities in the future.

10.6.7. The issuance of additional equity or convertible securities, any share incentive or share option plan may otherwise dilute all other shareholders

The Company may seek to issue equity or convertible equity securities to raise financing and/or fund future acquisitions and growth opportunities. The Company may also issue shares under an incentive or share option plan, and as a result, existing holders of Ordinary Shares may suffer dilution in their percentage ownership or the value of the Ordinary Shares may be materially adversely affected.

11

Financial Information

Financial Information

11.1. Capital Structure

Equity

As at, 31 December 2023, the Company has authorised share capital of MUR200,000,000 comprising of 20,000,000 ordinary shares of MUR10 each of which MUR151,800,000 comprising 15,180,000 ordinary shares of MUR10 each have been issued and allotted to the existing Shareholders. On 24 April 2024, the ordinary shares have been converted into no par value shares.

Emtel Share capital structure	MUR
Authorised share capital	
20,000,000 ordinary shares of MUR10	200,000,000
Issued and fully paid share capital	
15,180,000 ordinary shares with no par value	151,800,000

On 24 April 2024, the ordinary shares of Emtel has been converted into 455,400,000 ordinary shares of no par value following a share split exercise.

Borrowings

The Group's total indebtedness as at 31 December 2023 was MUR3,809 million which arises from the issue of bonds, term loans and money market line facilities set out in the table below.

	MUR Millions
Bonds	1,900
Loans	1,809
Money Market Line	100
	3,809

The borrowings are further disclosed on Section 13 of the Reporting Accountant Report in Note 20.

11.2. Earnings and NAV Per Share

11.2.1. Earnings per share

The earnings per ordinary share during the last three (3) years is shown in the table below.

	Year ended 31 December 2021	Year ended 31 December 2022	Year ended 31 December 2023
Profit After Tax	349,657,000	509,821,000	314,501,000
Earnings per share (MUR/Share) # of shares in issue (pre share split): 15,180,000	23.03	33.59	20.72
Earnings per share adjusted for share split (MUR/Share) # of shares in issue (post share split): 455,400,000	0.77	1.12	0.69

11.2.2. NAV per share

The earnings per ordinary share during the last three (3) years is shown in the table below.

	Year ended 31 December 2021	Year ended 31 December 2022	Year ended 31 December 2023
NAV (MUR)	308,256,000	304,200,000	115,937,000
NAV per share (MUR/Share) # of shares in issue (pre share split): 15,180,000	20.31	20.04	7.64
NAV per share adjusted for share split (MUR/Share) # of shares in issue (post share split): 455,400,000	0.68	0.67	0.25

11.3. Dividend Policy and Payments

11.3.1. Overview

Emtel's dividend philosophy is premised on the principle that surplus cash in the Company be distributed to its shareholders when determined to be appropriate by the Board and taking all relevant internal and external factors into account.

The Company's dividend policy is subject to review by the Board every three (3) years to determine its adequacy and can only be amended with the approval of the Board.

The Company will aim to distribute a minimum of 75% of its full year net profits after tax and target two dividend payments to its Shareholders per annum to be declared in June and December.

The Company believes in continuous shareholder value enhancement and will endeavor to pay an attractive, yet sustainable dividend to its Shareholders.

There is no arrangement in place under which future dividends are waived or agreed to be waived.

11.3.2. Dividend History and Outlook

11.3.2.1. Dividend History

As detailed in Section 13 ("Reporting Accountants Report"), the dividends declared per share for the last three (3) financial years are as follows:

Dividend Paid in	Year ended 31 December 2021	Year ended 31 December 2022	Year ended 31 December 2023
Total Dividend Paid (MUR)	516,120,000	531,805,000	546,060,000
Dividend per share (MUR/Share) # of shares in issue (pre share split): 15,180,000	34.00	35.03	35.97
Dividend per share adjusted for share split (MUR/Share) # of shares in issue (post share split): 455,400,000	1.13	1.17	1.20

Note that the total dividends declared and paid in FY2021 is MUR568,380,000 in the Reporting Accountant Report (Section 13) which includes dividends paid to non-controlling shareholders.

11.3.2.2. Dividend Outlook

The Company has declared and paid a cash dividend for the calendar year 2024 amounting to MUR130 million. Subject to the continued satisfactory performance of the business, the Board expects to declare additional cash dividends of MUR570 million in the calendar year 2024. Further, subject to the satisfactory performance of the business, investment plans and any other internal or external considerations, including macroeconomic conditions, and any other factors that may be deemed relevant, the Board anticipates that it may be in a position to declare cash dividends of MUR700 million and MUR800 million in the calendar years 2025 and 2026, respectively.

Forecast Dividend	Year ending 31 December 2024	Year ending 31 December 2025	Year ending 31 December 2026
MUR/Share # of shares in issue: 455,400,000	1.54	1.54	1.76
Total Dividend Projected (MUR)	700,000,000	700,000,000	800,000,000
Net Debt / EBITDA	2.21x	1.67x	1.47x

11.4. Recent Acquisitions and Disposals

There are no recent acquisitions and disposals transacted by the Group.

11.5. Related Party Transactions

The Company does not have a formal related party transactions policy. However, related party transactions are disclosed and recorded in the minutes of proceedings of the Board. In addition, the Company will follow the SEM Rules regarding related party transactions.

Please refer to note 28 of the Reporting Accountants Report (Section 13) for more information.

11.6. Directors' material interest

Save for the contract listed in Section 5.16, there are no contracts or arrangements existing at the date of this Listing Particulars in which a director of the Company is materially interested.

11.7. Material Loans and Borrowings

The Group has issued bond issuance facilities, term loan facilities, bridging loan facilities, money market line and overdraft facilities with the following financial institutions:

a. The Mauritius Commercial Bank Ltd;

b. SBM (Mauritius) Limited;

c. ABSA Bank Mauritius Ltd;

d. AfrAsia Bank Limited;

e. ABC Banking Limited.

As of the date of this Prospectus, no default has been declared by any of the lenders under any of the credit facility agreements.

11.8. Corporate Reorganisations and Material Disposal of Assets

11.8.1. Corporate Reorganisations

There is no material corporate reorganisation contemplated as at the publication of this Prospectus.

11.8.2. Completed Disposals

There are no material disposals for the three (3) years preceding the publication of the Prospectus.

11.8.3. Contemplated Disposals

In April 2024, EMVision Ltd signed a share purchase agreement for the sale of some of its shares in MC Vision Ltd, which would have the effect of reducing its shareholding in that company to 25% and therefore relinquishing its controlling interest. The completion of that transaction, including the transfer of shares, is subject to the fulfilment of certain condition precedents and, if those conditions are fulfilled, should occur by no later than 31 December 2024.

Emtel is contemplating the disposal of its 90% shareholding in EMVision Ltd. Any such disposal, should it take place, is expected to be effected by December 2024.

11.9. Commissions, discounts, brokerages of special terms granted to the directors or proposed directors, promoters or experts within the 2 years immediately preceding the issue of the Listing Particulars

There are no commissions, discounts, brokerages or other special terms granted within the two (2) years immediately preceding the issue of the Listing Particulars in connection with the issue or sale of any capital of any member of the Group, to any director or proposed director, promoter or expert (as named in the Listing Particulars).

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Other Material Information

Other Material Information

12.1. Working Capital Statement

The Directors further declare, that in their opinion, having made due and careful enquiry, the working capital available to the Company will be sufficient for its present requirements, that is, for at least twelve (12) months from the date of issue of the Listing Particulars.

12.2. Material Business Changes

The Directors declare that in their opinion, having made due and careful enquiry, there have been no material adverse change in the financial or trading position of Emtel since the date of last audited accounts having been published.

12.3. Material Litigation

Save for the three (3) matters listed below, there are no legal or arbitration proceedings involving the Company or any of its subsidiaries, whether active, pending or threatened against, or being brought by Emtel which are having or may have any significant effect on Emtel's financial position.

Emtel is involved in the three (3) following matters which are having or may have a significant effect on its financial position:

(a) the appeals which were heard on 16 and 17 January 2024 before the Judicial Committee of the Privy Council ("**JCPC**") in the cases of: (i) Emtel Limited v Mauritius Telecom and Others (JCPC 2022/0074); and (ii) Emtel Limited v Information and Communication Technologies Authority (JCPC 2022/0073) (Privy Council Appeals);

(b) the appeals by the Company against the Mauritius Revenue Authority (Emtel Ltd v. Mauritius Revenue Authority SCR No. 5C/106/13 - 108891 (bis) and Emtel Ltd v Mauritius Revenue Authority SCR No. 5C/107/13 - 108892 (bis));

(c) the Company's application for permission to appeal to the JCPC against a judgment dismissing the Company's application for judicial review of the Mauritius Revenue Authority's decision (Emtel Ltd v Mauritius Revenue Authority SCR No. 106870 – 5A/176/12),

i. Emtel Limited v Mauritius Telecom and Others (JCPC 2022/0074) and Emtel Limited v Information and Communication Technologies Authority (JCPC 2022/0073)

In June 2000, Emtel entered a claim for damages in excess of MUR1 billion (plus interest and costs) against four (4) parties: (1) the Mauritius Telecommunications Authority (now the ICTA and the Regulator); (2) the Ministry of Telecommunications; (3) Mauritius Telecom; and (4) Cellplus (collectively the Respondents). Emtel's claim for damages arose by reason of the anticompetitive behaviour of Mauritius Telecom and Cellplus and the tolerance of that anticompetitive behaviour by the Regulator.

On 9 August 2017, after a six-week trial, the Supreme Court of Mauritius awarded MUR554,139,900 in damages to Emtel with interest at the legal rate from 1 June 2016 and together with costs. The Ministry was held not be liable to Emtel. The Respondents appealed the judgment of the Supreme Court.

On 17 November 2021, after lengthy appellate hearings, the Court of Civil Appeal allowed the Respondents' appeal on points of liability and reversed the 2017 judgment of the Supreme Court.

On 24 December 2022, Emtel was granted permission to appeal the 2021 judgment of the Court of Civil Appeal to the JCPC.

The Operators and the Regulator requested that in the event that Emtel was successful before the JCPC, grounds of appeal not considered by the Court of Civil Appeal be remitted to the Court of Civil Appeal for consideration. The JCPC acceded to the remittal request of the Operators and the Regulator.

The JCPC hearing took place on 16 and 17 January 2024. On 22 April 2024, the JCPC delivered a judgment in favour of Emtel, allowing its appeal against the Regulator and Mauritius Telecom and Cellplus.

Unless the Regulator and the Operators wish to settle the dispute with Emtel, their untreated grounds of appeal of 2021 will be remitted to the Court of Civil Appeal for consideration.

ii. Emtel Ltd v Mauritius Revenue Authority SCR No. 5C/106/13 -108891 (bis), Emtel Ltd v Mauritius Revenue Authority SCR No. 5C/107/13 - 108892 (bis))

These two (2) cases against the Mauritius Revenue Authority relate to the same subject matter, that is two (2) tax assessments which Emtel considers are wrong and contrary to tax incentives Emtel ought to have enjoyed. Emtel appealed against the two (2) assessments to the Assessment Review Committee (the "Review Committee"). Emtel's appeals were dismissed by the Review Committee. Emtel has appealed against the decisions of the Review Committee to the Supreme Court (Emtel Ltd v Mauritius Revenue Authority SCR No. 5C/106/13 -108891 (bis) and Emtel Ltd v Mauritius Revenue Authority SCR No. 5C/107/13 -108892 (bis)). If Emtel is successful in these two (2) appeals (and if there is no further appeal by the Mauritius Revenue Authority to the JCPC), it stands to recover MUR80,400,000 as overpaid taxes to the Mauritius Revenue Authority.

iii. Emtel Ltd v Mauritius Revenue Authority SCR No. 106870 – 5A/176/12

While Emtel was proceeding with its two appeals against the Mauritius Revenue Authority's assessments before the Review Committee, Emtel sought to avail itself of a voluntary disclosure of income scheme introduced in the tax legislation. The Mauritius Revenue Authority refused Emtel's application to join that scheme. Emtel challenged the Mauritius Revenue Authority's refusal before the Supreme Court of Mauritius. On 20 January 2023, the Supreme Court refused Emtel's application to challenge the decision of the Mauritius Revenue Authority. Emtel has sought permission to appeal against that judgment to the JCPC. Should permission be granted to Emtel by the Supreme Court of Mauritius, and should it be successful before the Judicial Committee, it stands to be paid back approximately MUR80,400,000.

12.4. Pension Schemes

Emtel operates a defined benefit pension plan for some of its employees. As from 2015, the Company has stopped enrolling new employees in the defined benefit plan and, instead, has enrolled all other staff and new recruits on a defined contribution plan.

Both plans are administered by Island Life Assurance Co. Ltd.

12.5. Trade Unions

The employees of Emtel do not form part of any trade union or other organised labour movement.

12.6. Notices

Emtel may deliver documents, notices and relevant correspondence to its shareholders via electronic means. All shareholders shall provide an electronic email address to Emtel and, in case of change of such address, shall notify the Company Secretary of same.

Dividends shall be paid to the nominated bank account of Emtel shareholders.

12.7. Intellectual Property

Save for the below, neither Emtel nor its subsidiaries have any registered intellectual property.

12.7.1. Register of Trademarks for Emtel Group:

Trademarks for goods and services in Mauritius are registered with the Industrial Property Office using the NICE Classification for the International Registration of Goods and Services.

12.7.2. Validity of Trademarks in Mauritius:

Pursuant to section 97 of the Industrial Property Act 2019, trade mark registration is valid for 10 years in Mauritius as from the date of registration, after which it can be renewed for like periods. Thus, the hereunder trademarks for Emtel Limited are valid for 10 years, subject to renewal.

Other Material Information (Continued)

Table 17: Register of Trademarks for Emtel Group

	Status	Trademark	Registration Number	NICE Classes	Applicant	Registration Date	Logo
1	Registered	AIRBOX	2015017936	36, 38	Emtel Limited	5-Jun-15	
2	Registered	AIRBOX by EMTEL	2015017948	36, 38	Emtel Limited	8-Jun-15	
3	Registered	Airbox 5G by Emtel	2022032638	16, 35, 36, 38	Emtel Limited	12-Aug-22	
4	Registered	EMTEL	2015017478	36, 38	Emtel Limited	9-Feb-15	
5	Registered	EMTEL (Feel Free) and Logo	2019026509	35, 38	Emtel Limited	17-Sep-19	
6	Registered	EMTEL CASH	2013015556	36,38	Emtel Limited	10-Dec-13	
7	Registered	Emtel 5G	2022032637	16, 35, 36, 38	Emtel Limited	12-Aug-22	
8	Registered	Emtel BIZCONNECT	2019026875	35, 38	Emtel Limited	27-Nov-19	
9	Registered	b Logo	202103288	16, 35, 36, 38	EMTEL MFS CO LIMITED	20-Aug-21	
10	Registered	blink by EMTEL	2021030168	16, 35, 36, 38	EMTEL MFS CO LIMITED	2-Aug-21	
11	Registered	Emtel Technopolis	2022031316	16, 35, 36, 38	EMTEL TECHNOPOLIS LTD	14-Jan-22	
12	Registered	MCVision	2020028241	35, 38	MC VISION LTD	21-Sep-20	

As at the date of this Prospectus, MC Vision has the right to the use of the trademark Canal+ in Mauritius.

12.8. List of Employees

Below is the number of employees for the years ended 2021, 2022, and 2023 of the Emtel Group and its subsidiaries:

Table 18: List of Employees

	Dec 2021	Dec 2022	Dec 2023
Emtel Limited	422	444	447
MC Vision Ltd	148	131	114
Emtel MFS Co. Ltd	–	21	29
Emtel Technopolis Ltd*	–	–	–
Total	**570**	**596**	**590**

* Emtel Technopolis Ltd has a shared services agreement with Emtel Ltd for the provision of services.

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Reporting Accountants Report

Consent Letter

The Board of Directors
Emtel Limited
Emtel World
10, Ebene Cybercity
Ebene 72201
Republic of Mauritius

Report on the Assurance Engagement on the Compilation of Historical Financial Information and Report on the Projected Financial Information included in a Prospectus

Dear Sirs

The Group is issuing a prospectus ("the Prospectus") to its shareholders regarding the proposed offer for sale of its ordinary shares on the Official List of the Stock Exchange of Mauritius Limited ("SEM") ("the Listing").

We hereby consent to:

- act in the capacity as reporting accountants to the Listing;
- the inclusion of our reports on the report on the historical financial information and report on the projected financial information of the Group relating to the Listing; and
- our name being stated as reporting accountants and auditors in the Prospectus, to be issued by the Group on or about 29 May 2024, or such later date following the date on which approval in respect of the Prospectus is granted by the SEM, in the form and context in which it appears.

Yours faithfully

Sharvin Ballah

Sharvin Ballah
Partner

Auditors Report

To the Directors of Emtel Limited

Report on the Assurance Engagement on the Compilation of Historical Financial Information included in a Prospectus

We have completed our assurance engagement to report on the compilation of the historical financial information of Emtel Limited and its subsidiaries (the "Group") by the directors. The historical financial information, as set out on pages 130 to 187 of the Prospectus, consist of consolidated statements of financial position as at 31 December 2023, 31 December 2022 and 31 December 2021, the consolidated financial performance, consolidated cash flows and related notes. The applicable criteria on the basis of which the directors have compiled the historical financial information are specified in the SEM Limited ("**SEM**") Listings Requirements and described in Section 12 of the Listing Rules.

Directors' responsibility

The directors of the Group are responsible for compiling the historical financial information on the basis of the applicable criteria specified in the SEM Listings Requirements and described in Section 12 of the Listing Rules.

Our Independence and Quality Management

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (the "**IESBA Code**"). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

The firm applies International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, which requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountant's responsibility

Our responsibility is to express an opinion about whether the historical financial information has been compiled, in all material respects, by the directors on the basis of the applicable criteria specified in the SEM Listings Requirements and described in Section 12 of the Listing Rules based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Historical Financial Information Included in a Prospectus issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the historical financial information has been compiled, in all material respects, on the basis specified in the SEM Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the historical financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the historical financial information.

pwc

A reasonable assurance engagement to report on whether the historical financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the historical financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the event or transaction in respect of which the historical financial information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the historical financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the historical financial information has been compiled, in all material respects, on the basis of the applicable criteria specified by the SEM Listings Requirements and described in Section 12 of the Listing Rules.

Intended users and purpose

The historical financial information has been prepared for the purpose described above, and may therefore not be appropriate for another purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers

PricewaterhouseCoopers
02 May 2024

Sharvin Ballah

Sharvin Ballah, licensed by FRC

Consolidated Statements of Profit or Loss and other Comprehensive Income

for the years ended 31 December 2021, 2022 and 2023

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
Revenue from contracts with customers	3	**4,491,388**	4,393,506	4,274,920
Cost of operations		**(2,753,471)**	(2,610,654)	(2,594,960)
Gross profit		**1,737,917**	1,782,852	1,679,960
Selling and distribution expenses		**(456,837)**	(422,850)	(389,804)
Administrative expenses		**(699,946)**	(653,966)	(630,527)
Impairment loss on financial assets	16	**(12,049)**	(8,161)	(26,957)
Other income	4	**13,439**	8,127	15,983
Other gains	5	**136,708**	119,279	13,079
Other Losses	5	**(39,560)**	(10,223)	(4,727)
Operating profit	6	**679,672**	815,058	657,007
Finance income	8	**4,263**	2,105	2,621
Finance costs	8	**(230,779)**	(191,489)	(175,616)
Finance costs – net	8	**(226,516)**	(189,384)	(172,995)
Profit before tax		**453,156**	625,674	484,012
Income tax expense	9	**(138,655)**	(115,853)	(134,355)
Profit for the year		**314,501**	509,821	349,657
Profit attributable to:				
Owners of the parent		**361,401**	510,681	335,641
Non-controlling interest		**(46,900)**	(860)	14,016
		314,501	509,821	349,657
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Changes in the fair value of equity investments at fair value through other comprehensive income		**22**	54	181
Revaluation of property, plant and equipment	10	**51,306**	–	304,535
Effect of deferred tax on revaluation of property, plant and equipment	9(d)	**(309)**	–	(38,681)
Re-measurements of post-employment benefits obligations	22	**(9,313)**	21,535	26,582
Effect of deferred tax on re-measurement of post-employment benefits obligations	9(d)	**1,590**	(3,661)	(4,519)
Other comprehensive income for the year		**43,296**	17,928	288,098
Total comprehensive income for the year		**357,797**	527,749	637,755
Total comprehensive income for the year attributable to:				
Owners of the parent		**406,239**	523,404	618,793
Non-controlling interest		**(48,442)**	4,345	18,962
		357,797	527,749	637,755

The notes on pages 136 to 187 form an integral part of the financial statements.

Consolidated Statements of Financial Position

as at 31 December 2021, 2022 and 2023

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
ASSETS				
Non-current assets				
Property, plant and equipment	10	**5,142,928**	3,987,449	3,629,626
Right-of-use assets	11	**876,076**	976,961	752,062
Intangible assets	12	**218,132**	285,127	321,323
Post employment benefit assets	22	**–**	1,728	–
Financial assets at fair value through OCI	14(a)	**1,229**	1,207	1,153
		6,238,365	5,252,472	4,704,164
Current assets				
Cash and cash equivalents	18	**410,372**	831,774	197,342
Trade and other receivables	16	**403,162**	418,410	361,129
Inventories	15	**71,753**	94,010	63,172
Current tax receivables	17	**80,382**	80,382	80,382
		965,669	1,424,576	702,025
Total assets		**7,204,034**	6,677,048	5,406,189
EQUITY				
Stated capital	19	**151,800**	151,800	151,800
Fair value reserves		**1,209**	1,187	1,133
Revaluation reserves		**71,681**	20,375	265,854
Common control reserve	30	**(1,030,768)**	(1,030,768)	(1,030,768)
Retained earnings		**922,252**	1,113,401	876,377
Non controlling interest		**(237)**	48,205	43,860
Total equity		**115,937**	304,200	308,256
LIABILITIES				
Non-current liabilities				
Borrowings	20	**2,030,351**	2,622,782	2,576,024
Lease liabilities	11	**816,587**	900,738	685,338
Deferred tax liabilities	21	**311,529**	253,770	263,882
Post-employment benefits obligations	22	**28,633**	20,153	52,609
Asset retirement obligations	23	**74,397**	64,492	69,237
		3,261,497	3,861,935	3,647,090
Current liabilities				
Borrowings	20	**1,809,846**	896,243	340,211
Lease liabilities	11	**145,876**	150,123	125,113
Trade and other payables	24	**1,598,644**	1,132,728	643,395
Contract liabilities	25	**201,141**	205,953	213,756
Provisions for solidarity levy	9(c)	**53,192**	50,344	47,324
Current income tax liabilities	9(b)	**17,901**	75,522	43,985
Dividend payables	26	**–**	–	37,059
		3,826,600	2,510,913	1,450,843
Total liabilities		**7,088,097**	6,372,848	5,097,933
Total equity and liabilities		**7,204,034**	6,677,048	5,406,189

Authorised for issue by the Board of directors on 30 April 2024 and signed on its behalf:

Mr. Bashirali A Currimjee

Mr Bashirali A Currimjee
Chairman

Mr. Anil C Currimjee

Mr Anil C Currimjee

The notes on pages 136 to 187 form an integral part of the financial statements.

Consolidated Statements of Changes in Equity

for the years ended 31 December 2021, 2022 and 2023

	Notes	Stated capital MUR '000	Re-valuation reserves MUR '000	Common control reserve MUR '000	Fair value reserves MUR '000	Retained earnings MUR '000	Total owners MUR '000	Non con-trolling interest MUR '000	Total equity MUR '000
At 1 January 2021		151,800	–	(1,030,768)	952	1,039,739	161,723	77,158	238,881
Comprehensive income									
Profit for the year		–	–	–	–	335,641	335,641	14,016	349,657
Items that will not be reclassified to profit or loss									
Changes in the fair value of financial assets		–	–	–	181	–	181	–	181
Revaluation adjustment		–	304,535	–	–	–	304,535	–	304,535
Effect of deferred tax on revaluation adjustment	9(d)	–	(38,681)	–	–	–	(38,681)	–	(38,681)
Re-measurements of post-employment benefits obligations	22	–	–	–	–	20,623	20,623	5,959	26,582
Effect of deferred tax on re-measurement of post-employment benefits obligations	9(d)	–	–	–	–	(3,506)	(3,506)	(1,013)	(4,519)
Total comprehensive income		–	265,854	–	181	352,758	618,793	18,962	637,755
Dividends paid to owners		–	–	–	–	(516,120)	(516,120)	–	(516,120)
Dividends paid to non controlling interest		–	–	–	–	–	–	(52,260)	(52,260)
At 31 December 2021		151,800	265,854	(1,030,768)	1,133	876,377	264,396	43,860	308,256

The notes on pages 136 to 187 form an integral part of the financial statements.

Consolidated Statements of Changes in Equity (Continued)

for the years ended 31 December 2021, 2022 and 2023

	Notes	Stated capital MUR '000	Re-valuation reserves MUR '000	Common control reserve MUR '000	Fair value reserves MUR '000	Retained earnings MUR '000	Total owners MUR '000	Non con-trolling interest MUR '000	Total equity MUR '000
At 1 January 2022		151,800	265,854	(1,030,768)	1,133	876,377	264,396	43,860	308,256
Comprehensive income									
Profit for the year		–	–	–	–	510,681	510,681	(860)	509,821
Items that will not be reclassified to profit or loss									
Changes in the fair value of financial assets		–	–	–	54	–	54	–	54
Re-measurements of post-employment benefits obligations	22	–	–	–	–	15,264	15,264	6,271	21,535
Effect of deferred tax on re-measurement of post-employment benefits obligations	9(d)	–	–	–	–	(2,595)	(2,595)	(1,066)	(3,661)
Total comprehensive income		–	–	–	54	523,350	523,404	4,345	527,749
Dividends paid to owners		–	–	–	–	(531,805)	(531,805)	–	(531,805)
Recycling of revaluation reserves to retained earnings		–	(245,479)	–	–	245,479	–	–	–
At 31 December 2022		151,800	20,375	(1,030,768)	1,187	1,113,401	255,995	48,205	304,200

The notes on pages 136 to 187 form an integral part of the financial statements.

Consolidated Statements of Changes in Equity (Continued)

for the years ended 31 December 2021, 2022 and 2023

	Notes	Stated capital MUR '000	Re-valuation reserve MUR '000	Common control reserve MUR '000	Fair value reserves MUR '000	Retained earnings MUR '000	Total owners MUR '000	Non con-trolling interest MUR '000	Total equity MUR '000
At 1 January 2023		151,800	20,375	(1,030,768)	1,187	1,113,401	255,995	48,205	304,200
Comprehensive income									
Profit for the year		-	-	-	-	361,401	361,401	(46,900)	314,501
Items that will not be reclassified to profit or loss									
Changes in the fair value of financial assets		-	-	-	22	-	22	-	22
Revaluation adjustment		-	51,306	-	-	-	51,306	-	51,306
Effect of deferred tax on revaluation adjustment	9(d)	-	-	-	-	(309)	(309)	-	(309)
Re-measurements of post-employment benefits obligations	22	-	-	-	-	(7,771)	(7,771)	(1,542)	(9,313)
Effect of deferred tax on re-measurement of post-employment benefits obligations	9(d)	-	-	-	-	1,590	1,590	-	1,590
Total comprehensive income		-	51,306	-	22	354,911	406,239	(48,442)	357,797
Dividends paid to owners		-	-	-	-	(546,060)	(546,060)	-	(546,060)
At 31 December 2023		151,800	71,681	(1,030,768)	1,209	922,252	116,174	(237)	115,937

The notes on pages 136 to 187 form an integral part of the financial statements.

Consolidated Statements of Cash Flow

for the years ended 31 December 2021, 2022 and 2023

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
Cash generated from operations	29	**1,883,352**	1,666,975	1,615,709
Taxation paid	9	**(125,843)**	(87,825)	(131,580)
Corporate Social Responsibility fund	9	**(11,211)**	(9,982)	(15,058)
Tax refund	9	**–**	–	9,415
Interest paid		**(209,701)**	(164,503)	(143,926)
Interest received		**4,226**	2,105	2,621
Contributions made for post-employment benefits obligations	22	**(11,914)**	(28,671)	(15,996)
Net cash generated from operating activities		**1,528,909**	1,378,099	1,321,185
Cash flows from investing activities				
Payment for investment of subsidiaries		**–**	–	(450,000)
Payments made for the purchase of property, plant and equipment	10	**(1,620,518)**	(1,068,924)	(1,053,675)
Payments for purchase of intangible assets	12	**(4,783)**	(14,517)	(40,206)
Net proceed from disposal of property, plant and equipment		**6,703**	484,947	9,431
Net cash used in investing activities		**(1,618,598)**	(598,494)	(1,534,450)
Cash fows from financing activities				
Proceeds from borrowings		**3,320,000**	2,925,000	5,546,000
Repayment of borrowings		**(3,012,500)**	(2,331,875)	(5,276,625)
Proceeds from issue of bond		**–**	–	450,000
Bond issue transaction costs		**(1,065)**	(1,125)	(1,173)
Lease payments	11	**(157,148)**	(139,826)	(132,524)
Dividends paid	26	**(546,060)**	(568,864)	(609,791)
Net cash used in financing activities		**(396,773)**	(116,690)	(24,113)
Net (decrease)/ increase in cash and cash equivalents		**(486,462)**	662,915	(237,378)
Cash and cash equivalents at beginning of the year		**772,290**	125,893	374,930
Exchange losses on cash and cash equivalents		**(9,839)**	(16,518)	(11,659)
Cash and cash equivalents at end of the year	18 & 20	**275,989**	772,290	125,893

The notes on pages 136 to 187 form an integral part of the financial statements.

Notes to the Consolidated Financial Statements

years ended 31 December 2021, 2022 and 2023

1. Summary of material accounting policy information

The material accounting policy information adopted in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The Consolidated financial statements of the Group for the years ended 31 December 2021, 2022 and 2023 have been prepared in accordance and comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS Accounting Standards**") and interpretations issued by the IFRS Interpretations Committee ("**IFRIC**"). The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards and interpretations issued by the IFRS Interpretations Executive Committee ("**IFRS IEC**") applicable to companies reporting under IFRS.

The consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of freehold land and buildings, financial assets at fair value through other comprehensive income and the post-employment benefits obligations, where the plan assets of the post-employment benefits obligations and the financial assets are measured at fair value.

Going Concern

The directors have assessed the principal and emerging risks and considered it appropriate to adopt the going concern basis of accounting when preparing the consolidated financial statements. This assessment covers the period to December 2024, where the directors took into account the Group's overall financial position and based on its financial forecast, the Group would generate sufficient cash to sustain its operations.

At 31 December 2023, the Group had (i) net assets **MUR116 million** (2022: MUR304 million, 2021: MUR308 million), (ii) net current liabilities **MUR2,861 million** (2022: MUR1,086 million, 2021: MUR749 million) and have made a profit for the year of **MUR315 million** (2022: MUR510 million, 2021: MUR350 million).

The directors have started to negotiate the re-financing of their short term debt which is due in the next twelve months with their banking institutions and has also managed to extend some of its capital expenditure equipment creditor repayments by six months which will be settled through the normal operating cash flow of the business. It is planned to raise a total medium term loan of MUR2.3 billion in 2024 to reduce the short term liabilities. The Group also has access to overdraft and money market line facilities amounting to MUR571 million for the Group. Any other current liabilities due will be settled through the normal cashflow generated by the business as it has done in the past.

The directors are therefore satisfied that the Group has the adequate resources and access to financing facilities with financial institutions to continue in business for the foreseeable future. The directors are not aware of any material uncertainties that may cast significant doubt upon the Group's ability as a going concern.

Consolidation of subsidiaries

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries for the reporting periods to 31 December 2021, 2022 and 2023 on the basis outlined below.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group (acquisition date) and are deconsolidated from the date that control ceases (disposal date).

The Group controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

When assessing whether control exists, the Group considers all existing substantive rights that result in the current ability to direct relevant activities.

All intercompany transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated on consolidation. Unrealised losses are considered an impairment indicator of the asset transferred.

Where necessary, adjustments are made to the financial statements of subsidiaries to align any difference in accounting policies with those of the Group.

Non-controlling interests

On an acquisition-by-acquisition basis, non-controlling interests in the acquiree may initially be measured either at fair value, or at the non-controlling shareholders' proportion of the net identifiable assets acquired and liabilities and contingent liabilities assumed.

Non-controlling shareholders are treated as equity participants; therefore, all acquisitions of non-controlling interests or disposals by the Group of its interests in subsidiaries, where control is maintained subsequent to the disposal, are accounted for as equity transactions. Consequently, the difference between the fair value of the consideration transferred and the carrying amount of a non-controlling interest purchased or disposed of, is recorded in equity.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity.

Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

1.1. Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the Group's accounting policies.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year and the areas involving a higher degree of judgement or complexity are as follows:

1.1.1. Depreciation charge on property, plant and equipment and right of use assets

Depreciation is calculated on the basis of the depreciation rates set out in the accounting policy note on property, plant and equipment, on page 141. The depreciation rates have been estimated according to the respective property, plant and equipment useful lives and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The useful lives are reviewed on an annual basis with the effect of any changes in estimate accounted for on a prospective basis.

1.1.2. Fair value measurement on property, plant and equipment

Property, plant and equipment, except for freehold land and buildings and site improvements are stated at cost less accumulated depreciation and/or accumulated impairment losses, if any. Freehold land is stated at revalued amounts and buildings are stated at revalued amounts less subsequent accumulated depreciation and subsequent accumulated impairment losses.

Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at each financial year end. It is the Group's policy to revalue its freehold land and buildings at least every three years. The basis used is market value derived using the Market-based valuation approach and independent valuers are used for such exercises. Please refer to Note 2(e) and 10 for disclosure in relation to the fair value assumptions used.

1.1.3. Lease term

At inception of a contract, the Group assesses whether a contract is, or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The lease term is recognised through the non-cancellable period in the contract. Where leases include additional optional periods after an initial lease term, the Group applies significant judgement in determining whether these optional periods would be exercised which takes into consideration the cost of replacing the assets, its strategic geographical location and its future economic benefits.

1.1.4. Provision for Asset Retirement Obligations

Management has estimated the costs of dismantling, removing antennas and restoring the leased sites to their original conditions. These costs have been provided in full in the financial statements. This assumes that the effect of the inflationary increase and fluctuation in bond rates on the costs will be reduced on discounting such costs to their present values.

1. Summary of material accounting policy information (Continued)

1.1. Critical accounting estimates and judgments (Continued)

1.1.2. Post-employment benefits obligations

The present value of the post-employment benefits obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/(income) for pensions include the discount rate, inflation rate, salary growth rate, pension growth rate, medical growth rate and withdrawal rate. Any changes in these assumptions will impact the carrying amount of post-employment benefits obligations.

Critical assumptions are made by the actuary in determining the present value of post-employment benefits obligations. These assumptions are set out in Note 22.

1.1.3. Current tax receivables

The Mauritius Revenue Authority ("**MRA**") had raised an assessment on the Group with respect to the income tax rate used for income tax years of assessments 2006/2007 and 2007/2008. The total amount claimed by the MRA has been paid under protest inclusive of the penalties and interest.

According to the Group's legal advisors appointed to handle this matter, they believe that it is highly probable that the Group will have a positive outcome. Based on significant judgment that has been applied by the Group's directors, following advice from its legal advisor, no tax liability has been accounted with respect to this assessment. Given that the Group has already paid the amount of MUR80.4 million to the MRA, this represents an asset (current tax receivable) for the Group. The Group has lodged an application for permission to appeal that judgement to the Judicial Committee of the Privy Council. The Case was fixed by the Court for MERITS to the 6th November 2023, however, the Case has been postponed for 27 May 2024.

In preparing the financial statements, the directors, in the process of applying the Group's accounting policies, did not make any judgement other than those involving estimates that could have a significant effect on the amounts recognised in the financial statements.

1.1.4. Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit is determined based on the higher of its fair value less cost to sell and value in use. The value in use is derived using assumptions and estimates on cash flow projections. Key assumptions used are weighted average cost of capital and terminal growth rate in the cash flow projections.

1.2. Application of new and revised international financial reporting standards

1.2.1. New standards, amendments to existing standards and interpretations issued and effective for the first time for the financial periods beginning on 1 January 2023.

The following standards and interpretations apply for the first time to financial reporting periods commencing on or after 1 January 2023:

- Amendments to IAS 1, 'Presentation of Financial Statements'
- Amendments to IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors'
- Amendments to IAS 12, 'Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction'
- Amendments to IAS 12, 'International Tax Reform'
- IFRS 17, 'Insurance Contracts'

The Group has assessed all of the new standards, interpretations by the International Accounting Standards Board ("IASB") that are relevant to their operations and effective for accounting periods beginning 1 January 2023. There are no new standards and amendments to standards and interpretations that are effective for annual period beginning on 1 January 2023 that would relevant or have a material impact on the Group's financial statements.

1.2.2. New standards, amendments and interpretations issued but effective for financial periods beginning after 1 January 2024 and not been early adopted by the Group.

As at 31 December 2023, the following standards and interpretations had been issued but were not mandatory for annual reporting periods ending on 31 December 2023.

- Amendments to IAS 1 – Non-current liabilities with covenants
- Amendment to IFRS 16 – Leases on sale and leaseback
- Amendments to Supplier Finance Arrangements (IAS 7 and IFRS 7)
- Amendments to IAS 21 Lack of Exchangeability (Amendments to IAS 21)

These new accounting standards and interpretations have not been early adopted by the Group is not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

1.3. Accounting policies and disclosures

1.3.1. Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

1.3.2. Common control transactions

Transactions in which combining entities are controlled by the same party or parties before and after the transaction and where that control is not transitory are referred to as common control transactions.

The Group's accounting policy for the acquiring entity would be to account for the transaction at book values as reflected in the consolidated financial statements of the selling entity.

The excess of the cost of the transaction over the acquirer's proportionate share of the net assets value acquired in common control transactions, will be allocated to the common control reserve in equity.

1.3.3. Foreign currency translation

(i) Functional and presentation currency - Items included in the financial statements of the Group is measured using the currency of the primary economic environment in which the entity operates ("**functional currency**"). The financial statements are presented in Mauritian rupee, which is the functional currency of the Group. The figures are rounded to the nearest thousand in Mauritian rupees ("**MUR '000**"), unless otherwise stated.

(ii) Transactions and balances - Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

(iii) Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit or loss within 'finance income or costs'. All other foreign exchange gains and losses are presented in the profit or loss within 'other gains / losses'.

1. Summary of material accounting policy information (Continued)

1.3. Accounting policies and disclosures (Continued)

1.3.4. Revenue recognition

The Group derives revenue from the provision of telecommunication services, such as rendering of services which includes: mobile revenue, roaming and interconnect, enterprise revenue, tower rental, deferred revenue, sales of telephone and equipment, provision of subscription television direct to home satellite broadcasting, mobile financial services and revenue from site hosting and support services.

Revenue is recognised to the extent the Group has delivered goods or rendered services under an agreement, provided the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Group. Revenue is measured at the fair value of the consideration received or receivable, exclusive of sales taxes and discounts.

The policy set for revenue recognition is as follows:

- Rendering of services

(i) Mobile revenue

The Group provides telecommunication services to its subscribers to have access to services such as unlimited data packs, post-paid bundle plan and voice and short message service packs both on pre-paid and post-paid.

Post-paid revenue is measured at the fair value of the consideration received or receivable for services provided and equipment sales, net of discounts and value added tax. Revenue is recognised based on their performance obligations at its corresponding transaction price.

Revenue from connection activities are recognised when it is earned, upon activation. Revenue from calls is recognised at the time the call is made over the Group's network. Revenue from SMS is recognised when the SMS is submitted. Revenue from data is recognised on a data usage basis.

(ii) Roaming and interconnect

The Group has entered into international roaming agreement with foreign operators which allows network access to the mobile subscribers of one operator to the another operator. The roaming revenue generated is recognised when the services are rendered. Revenue for interconnection of voice and short message service traffic between other telecommunication operators is recognised at the time the transit occurs in the Group's network.

(iii) Enterprise revenue

The Group offers a "One-stop ICT solution Provider" to the enterprise business such as Data Centre and Cloud Services, Business Communications, Security and Network services. Revenue from enterprise services is recognised when the Group has performed the related service over its contractual period.

(iv) Tower rental

Revenue derived from tower rental on sharing arrangement with other operators are recognised over the contractual period and upon its performance of its contractual obligation.

(v) Deferred revenue

Prepaid revenue from sales of airtime and data and payment are received upfront. The revenue is recognised based on actual usage by the customers and the remaining balance is accounted as deferred revenue.

(vi) Revenue from subscriptions of television

The Group's revenue comprises of revenue from external customers for the provision of subscription television direct to home satellite broadcasting and re-broadcasting services comprises the invoiced value for subscription fees, rental income and connection fees, net of value added tax and trade discounts. Subscription fees and rental income are recognised as turnover upon the performance of services and customer acceptance over time. Connection, installation fees and technical intervention are recognised as turnover when a subscription is taken as they are incidental to the sale of a subscription at a point in time.

A contract liability is presented in the statement of financial position where a customer has paid an amount of consideration prior of the entity performing by transferring the related service to the customer.

(vii) **Mobile financial services revenue**

The Group provides a digital payment platform that enable individual customers to transact directly from their bank account on their smartphone in a secured manner. The Group's revenue comprises of commission and are recognised when the service has been provided.

(viii) **Revenue from site hosting and support services**

Revenue comes from hosting and support fees, recognized in the income statement when contractual obligations are met and economic benefits are probable

- Sales of telephone and equipment

Revenue from the sale of equipment and related accessories, whether the sales is on stand-alone basis or with bundle services, is recognised when the equipment is delivered to the end-customer and its significant risks and rewards of ownership are transferred

1.3.5. Property, plant and equipment

Freehold land and buildings including buildings on leasehold land are shown at fair value, based on a periodic but at least triennial valuation by external independent valuers, less subsequent depreciation for buildings. Valuations are performed every three years to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the assets, and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of freehold land and buildings and buildings on leasehold land are credited to other comprehensive income and shown as revaluation reserve in shareholders' equity.

Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against the revaluation reserve directly in equity; all other decreases are charged to profit or loss.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives. The annual rates used are:

Buildings	2.5% - 5%
Infrastructure assets	2.5% - 5%
Technical equipment	6.7% - 33%
Motor vehicles	20%
Furniture, fixtures and fittings	20%
Office equipment	20% - 50%

Depreciation starts as from the date the asset is available for use as intended by the directors. No depreciation is charged in the month of disposal.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other gains / (losses) – net' in profit or loss. On disposal of revalued assets, the surplus on revaluation remaining in revaluation reserve for these assets is transferred to retained earnings.

1. Summary of material accounting policy information (Continued)

1.3. Accounting policies and disclosures (Continued)

1.3.6. Intangible assets

(i) Licences

Acquired licences are shown at historical cost. Licences have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of licences over their estimated useful lives, which range between 3 to 15 years.

(ii) Indefeasible Rights of Use ("**IRU**")

Capacity purchased on an Indefeasible Rights of Use ("**IRU**") basis is shown under "non-current assets" as intangible assets on the face of the statement of financial position. The IRU is amortised on a straight-line basis over the contract period, ranging from 3 years to 15 years from the effective date of the IRUs brought into use.

(iii) Software

Software comprises of purchased software and developed software. Purchased software relate to costs associated with acquiring and implementing computer software programs that are clearly associated with an identifiable and unique product which will be controlled by the Group and will probably generate economic benefits exceeding costs beyond one year are recognised as intangible assets and are amortised on a straight line basis over a period of 3 to 5 years which is the estimated useful life. Costs associated with the maintenance of existing purchased software programs are expensed as incurred. Developed software comprises of a mobile payment application that works seamlessly with any bank or mobile network and is amortised on a straight line basis over a period of 5 years.

1.3.7. Financial assets at fair value through other comprehensive income

Investments that are non-derivatives have been designated as financial assets at fair value through other comprehensive income at initial recognition.

Financial assets at fair value through other comprehensive income are initially recognised at fair value plus transaction costs. Gains and losses arising from changes in the fair value of securities classified as financial assets at fair value through other comprehensive income are recognised in other comprehensive income.

1.3.8. Leases

The lease arrangement the Group has entered includes land and building, warehouse, showrooms and motor vehicles. The management assesses the contract to identify whether the right to control the use of an identified asset for a period of time in exchange for consideration has been transferred to the Group. Control exists if the Group obtains substantially all of the economic benefit from the use of the asset, and has the ability to direct its use, for a period of time. An identified asset exists where an agreement explicitly or implicitly identifies an asset or a physically distinct portion of an asset which the lessor has no substantive right to substitute.

The Group recognises right-of-use assets and lease liabilities at the lease commencement date for most leases. The right-of-use assets are initially measured at cost comprising the following:

- The amount of the initial measurement of the lease liability
- Any lease payments made at or before the commencement date less any lease incentives received

The lease terms may include options to extend or terminate the lease when it is reasonably certain that the option will be exercised. Right-of-use assets are subsequently adjusted for any re-measurement of lease liabilities and are subject to impairment testing.

The depreciation rate on right-of-use assets is computed on straight line basis over the duration of the leases varying between 2 to 20 years.

In instances where lease agreements contain lease and non-lease components, they are generally accounted for separately. Therefore, non-lease components are accounted for as operating expenses and are recognised in profit or loss as they are incurred. For certain instances where it is impractical to separate the lease from the non-lease component, the Group will account for them as a single lease component.

However, the Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases with a lease terms of 12 months or less. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of the following lease payments to be made over the lease term:

- Fixed payments (including in-substance fixed payments), including non-recoverable payments that do not transfer a separate service, less any incentives receivable.
- Variable lease payments that are based on an index or rate, measured using the index or rate as at the lease commencement date.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the entity incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. The incremental borrowing rate is determined at the interest rate which the entity has availed financing facilities through the local bank for acquiring assets of capital nature.

The incremental borrowing rates for the Group was determined as per the actual borrowing rate of loan contracted with bank and the amortisation schedule from lessor for motor vehicles.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. Interest costs are charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. It is remeasured when there is a change in future lease payments arising from a change in index or rate.

A number of lease contracts include the option to renew the lease for a further period or terminate the lease earlier. The majority of extension and termination options held are exercisable only by the entity and not by the respective lessor.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The Group applies judgement in assessing whether it is reasonably likely that options will be exercised.

Factors considered include how far in the future an option occurs, the entity's business planning cycle, significance of related leasehold improvements and past history of terminating/not renewing leases.

The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee

A number of leases entitle both the Group and the lessor to terminate the lease without a termination penalty. In determining whether the Group has an economic incentive to not exercise the termination option, the Group considers the broader economics of the contract and not only contractual termination payments.

As at 31 December 2023, a number of lease contracts relating to land and building and colocation, include renewal options for a pre-defined renewal period. Due to the judgement exercised in relation to the determination of the lease term as outlined above, the Group is exposed to potential future cash outflows relating to an indefinite period which have not been included in the lease liability because it is not reasonably certain that the leases will be extended beyond the estimated lease term.

1.3.9. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out ("**FIFO**") method and includes all costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

1. Summary of material accounting policy information (Continued)

1.3. Accounting policies and disclosures (Continued)

1.3.10. Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for loss allowance.

The creation and release of provision for loss allowance on trade receivables has been included within administrative expenses in the profit or loss. Amounts charged as loss allowance for doubtful debts account are generally written off, when there is no expectation of recovering additional cash.

1.3.11. Cash and cash equivalents

In the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the statement of financial position, bank overdrafts are shown within borrowings under current liabilities.

1.3.12. Restricted cash

The restricted cash as disclosed in Note 18, relates to cash held by the Group and subject to withdrawal restrictions and are therefore not available for general use by the Group.

1.3.13. Share capital

Ordinary shares are classified as 'stated capital' in equity.

1.3.14. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost, any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan or other borrowing facilities are recognised as transaction costs of the loan or borrowing facilities to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

1.3.15. Current and deferred tax

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

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Net deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Net deferred tax liability is provided on taxable temporary differences arising from accelerated capital allowances, provision for loss allowance on trade receivables, provision for post-employment benefits obligations and on recognition of lease liability.

1.3.16. Asset Retirement Obligations

The provision relates to the estimated cost of dismantling and removing an item of property, plant and equipment and restoring the site on which the item is located to its original condition. The Group provides for the anticipated costs associated with the restoration of leasehold property to its original condition at inception of the lease, including the removal of items included in plant and equipment that is erected on leased land.

The Group only recognises these decommissioning costs for the proportion of its overall number of sites for which it expects decommissioning to take place. The expected percentage has been based on actual experience in the respective operations.

A provision is made for the present value of the estimated future decommissioning costs at the end of life of the site/expected lease term. When this provision gives rise to future economic benefits, an asset is recognised at a pre-tax rate that reflects current market assessments of the time value of money. The increase in the decommissioning provision due to the passage of time is recognised as a finance cost.

1.3.17. Post-employment benefits obligations

The Group operates various post-employment schemes, including both defined benefit and defined contribution pension plans. The schemes are generally funded through payments to Island Life Assurance Co. Ltd, determined by periodic actuarial calculations.

(i) Pension obligations

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a retirement benefit plan that is not a defined contribution plan.

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

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

The current service cost of the defined benefit plan, recognised in profit or loss within employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes curtailments and settlements.

Past-service costs are recognised immediately in profit or loss.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in profit or loss.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid subject that the fund will at least cover the gratuity on retirement payable under the Workers' Right Act (WRA) 2019. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that cash refund or a reduction in the future payments is available.

Where employees are not covered under any pension plan, the gratuity on retirement payable under the WRA 2019 are estimated and provided for.

1. Summary of material accounting policy information (Continued)

1.3. Accounting policies and disclosures (Continued)

1.3.17. Post-employment benefits obligations (Continued)

(i) Pension obligations (Continued)

Other employee benefits include items such as wages, salaries, social security contributions, travelling and medical insurance. These costs are charged to profit or loss when incurred.

Contributions to the Contribution Sociale Generalisee ("**CSG**") and defined contribution pension plan are expensed to the statement of profit or loss and other comprehensive income in the period they fall due.

Prior to the implementation of the Portable Retirement Gratuity Fund ("**PRGF**"), the pension contribution benefits are unfunded. Moreover, employees who resigned as of 2020, are eligible for a portable gratuity benefit based on service with the employer as from 1 January 2020 and remuneration at exit (same benefit formula as for retirement/ death gratuity). It is assumed that employees not recovered under any pension scheme will join the PRGF (based on the eligibility criteria described in the Workers' Rights Act 2019). PRGF is also expensed to the statement of profit or loss and other comprehensive income in the period in which they fall due.

(ii) Other post-employment benefits obligations

The Group provides post-retirement healthcare benefits to its retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates:

(a) when the Group can no longer withdraw the offer of those benefits; and

(b) when the Group recognised costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits.

(iv) Bonus plans

The Group recognises a liability and an expense for bonuses based on its financial performance. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

1.3.18. Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.3.19. Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

1.3.20. Dividend distribution

Dividend distribution to the Group's and Group's shareholders is recognised as a liability in the consolidated and separate financial statements in the period in which the dividends are declared and approved by the directors.

1.3.21. Dividend income

Dividend income is recognised when the right to receive payment is established and accounted under other income.

1.3.22. Interest Income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

1.3.23. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty. Roaming and Interconnect debtors and creditors are treated separately in the statement of financial position.

1.3.24. Impairment of non-financial assets

Assets that have indefinite useful lives are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

1.3.25. Financial instruments

Financial instruments carried on the statement of financial position include financial assets at fair value through other comprehensive income, trade and other receivables, cash and cash equivalents, borrowings, lease liabilities and trade and other payables. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

(i) Financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- Measurement subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Measurement at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. See note 2 for details about each type of financial asset.

1. Summary of material accounting policy information (Continued)

1.3. Accounting policies and disclosures (Continued)

1.3.25. Financial instruments (Continued)

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership

Measurement

IFRS 9 divides all financial assets into two classifications - those measured at amortised cost and those measured at fair value. Where assets are measured at fair value, gains and losses are either recognised entirely in profit or loss (fair value through profit or loss, FVTPL), or recognised in other comprehensive income (fair value through other comprehensive income, FVTOCI). For debt instruments the FVTOCI classification is mandatory for certain assets unless the fair value option is elected. Whilst for equity investments, the FVTOCI classification is an election. Furthermore, the requirements for reclassifying gains or losses recognised in other comprehensive income are different for debt instruments and equity investments. The classification of a financial asset is made at the time it is initially recognised, namely when the entity becomes a party to the contractual provisions of the instrument. At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii) Debt instruments

Subsequent measurement of debt instruments depends on the Group business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments at amortised cost. This comprises assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

(iii) Impairment of financial assets

The Group assesses the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

1.3.26. Capitalisation of borrowing costs

The Group capitalises borrowing costs for construction of buildings and infrastructure as part of the cost of these assets. The construction takes over a year to get ready for its intended use.

2. Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest-rate risk), credit risk and liquidity risk. The Group's overall risk management programme seek to minimise potential adverse effects on the financial performance of the Group.

(a) Market risk

(i) Foreign exchange risk

The Group has financial assets and financial liabilities denominated in various foreign currencies, mainly in Euro ("**EUR**") and US Dollar ("**USD**"). Foreign exchange risk arises from commercial transactions with its suppliers, recognised assets and liabilities. Consequently, the Group is exposed to the risk that the carrying amounts of these foreign currency denominated assets and liabilities may change due to fluctuations in foreign exchange rates.

Management has set up a policy to address their foreign exchange risk against their functional currency. The Group manages foreign currency exposures by forecasting its need for foreign currencies and retaining such amounts that will be necessary to settle purchases denominated in foreign currencies. Any excess foreign currencies are sold on the local market. The Group also has a banking facility to negotiate better rates for spot or forward transactions.

At 31 December 2023, if the Mauritian rupee had strengthened/weakened by 5% against the US dollar with all other variables held constant, pre-tax profit and equity for the year would have been: higher/lower by **MUR24,025,000** in 2023 (2022: MUR14,613,000 and for 2021: MUR196,000), mainly as a result of foreign exchange differences on translation of US dollar-denominated trade receivables and bank balances, net of US dollar-denominated trade payables.

At 31 December 2023, if the Mauritian rupee had strengthened/weakened by 5% against the Euro with all other variables held constant, pre-tax profit and equity for the year would have been: higher/lower by **MUR5,215,000** in 2023 (2022: MUR422,000 and for 2021: MUR1,551,000), mainly as a result of foreign exchange differences on translation of Euro-denominated trade payables, net of Euro-denominated trade receivables and bank balances.

The Sensitivity analysis on other currencies have been assessed and the impact is immaterial.

Currency profile

The currency profile of the Group's financial assets and liabilities is summarised as follows:

	Financial assets 2023	**Financial liabilities 2023**	Financial assets 2022	Financial liabilities 2022	Financial assets 2021	Financial liabilities 2021
	MUR '000	**MUR '000**	MUR '000	MUR '000	MUR '000	MUR '000
United States dollar	**107,387**	**587,896**	83,740	376,008	21,158	25,075
Euro	**197,830**	**302,124**	249,063	257,496	118,626	149,643
Great Britain pound	**17**	**28**	17	17	19	22
Swiss franc	**3**	**3**	5	2	13	6
Mauritian rupee	**441,675**	**5,546,179**	789,678	5,132,010	336,170	4,268,042
	746,912	**6,436,230**	1,122,503	5,765,533	475,986	4,442,788

2. Financial Risk Management (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

The following have been excluded from financial assets and financial liabilities:

	NON-FINANCIAL ASSETS		
	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Prepayment	**55,327**	64,592	68,758
VAT receivable	**6,881**	46,142	1,073
Amount receivable from MRA	**–**	–	13,079
Advance to suppliers	**5,643**	18,154	728
Current tax receivables	**80,382**	80,382	80,382
	148,233	209,270	164,020

	NON-FINANCIAL LIABILITIES		
	2023	2022	2021
	MUR '000	MUR '000	MUR '000
VAT payable	**42,939**	6,799	40,914
Provision of solidarity levy	**53,192**	50,344	47,324
Deferred tax liabilities	**311,529**	253,771	263,882
Post employee benefits	**28,633**	20,153	52,609
Current income tax liabilities	**17,901**	75,522	43,985
Contract liabilities	**201,141**	205,953	213,756
Prepaid bond issue cost	**(3,468)**	(5,226)	(7,325)
	651,867	607,316	655,145

(ii) Price risk

The Group's exposure to equity securities price risk arises from investment held by the Group and classified in the statement of financial position as financial assets at fair value through other comprehensive income ("**FVTOCI**"). Any movement in the price risk is not deemed to have a material impact on the financial statements.

(iii) Interest rate risk

The Group is exposed to interest rate risk as its subsidiaries borrow funds. The Group analyses its interest rate exposure on a dynamic basis as borrowings are both at fixed and floating interest rates. The income and cash flows may be affected by changes in market interest rates. The Group interest rate risk arises from bank loans (including overdraft) which are issued at variable interest rate and cash and cash equivalents (excluding restricted cash), the risk is managed by maintaining an appropriate mix between fixed and floating rate borrowings.

The Group policy is to maximise returns on interest-bearing assets, mainly through fixed deposit both in local and foreign currency. The debts such as bonds contracted are at fixed interest rates and are not exposed to interest rate risk.

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Gross debt – fixed interest rates	**3,603,452**	3,374,253	2,462,769
Gross debt – variable interest rates	**240,213**	150,000	460,791
Total debt	**3,843,665**	3,524,253	2,923,560
Debt exposed to interest rate risk	**6%**	4%	16%

Based on the simulations performed, at 31 December 2023, if interest rate on the bank loans (including overdraft) had increased/(decreased) by 0.5%, with all other variables held constant, the pre-tax profit for the year would have increased/(decreased) by **MUR1,201,000** (2022: MUR750,000 and 2021: MUR2,304,000).

(b) Credit risk

Credit risk is the risk that a counter party will be unable to pay amounts in full when due, being risk that a customer or counter party will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from credit exposures from trade and other receivables, are managed by adopting a policy of doing business only with creditworthy customers or counter parties and by obtaining sufficient collateral as a means of mitigating the risk of financial loss from defaulters.

To manage credit risk with respect to cash and cash equivalents, the Group transacts with only highly reputable financial institutions, with high credit Moody's ratings. For its surplus cash investments, the Group considers various factors in determining with which banks to invest its money including, but not limited to the financial health and the rating of the bank by rating agencies, the assessment of the banks and the amount to be invested in each bank is assessed systematically.

The credit rating of the main banks are as follows:

Banks	Moody's Agency Credit Ratings
Mauritius Commercial Bank Ltd	Baa2
Absa Bank (Mauritius) Limited (ABSA Group Ltd)	Baa3
SBM Bank (Mauritius) Ltd	Baa3

To measure the expected credit losses, trade receivables have been grouped based on the days past due. The expected loss rates are based on the payment profiles of sales over a period of 24 months and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for defined period of days past due.

The Group has policies in place to control the level of debts and to ensure that sales of products and services are made to customers with an appropriate credit history. Information from publicly available financial information, market intelligence and their own trading records, to rate their present and future customers, such practices include credit vetting before connection, monthly credit limit, deposit in advance and disconnection of subscribers on non-payment of invoices.

The Group has evaluated the expected credit loss on other receivables, receivables from related parties and cash and cash equivalents. The probability of default is negligible, as there have been no instances of loss following default in prior years. This assessment is undertaken at each financial period ending 31 December.

2. Financial Risk Management (Continued)

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying businesses, the Group treasury maintain flexibility in funding by maintaining availability under committed credit lines. The Group treasury function manages liquidity risk by maintaining adequate resources, banking facilities and by continuously monitoring forecast and actual cash flows as well as matching the maturity profiles of financial assets and liabilities. Any excess funds are invested on a short-term fixed deposit account. The Group has access to financing facilities which it can take and negotiate with its existing debt holders.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Total
	MUR '000	**MUR '000**	**MUR '000**	**MUR '000**	**MUR '000**
At 31 December 2023					
Borrowings	**1,912,610**	**590,586**	**1,169,693**	**532,134**	**4,205,023**
Lease liabilities	**196,030**	**180,186**	**366,687**	**531,778**	**1,274,681**
Asset retirement obligation	**6,858**	**4,646**	**15,556**	**73,397**	**100,457**
Trade and other payables	**1,555,705**	**–**	**–**	**–**	**1,555,705**
	3,671,203	**775,418**	**1,551,936**	**1,137,309**	**7,135,866**

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Total
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
At 31 December 2022					
Borrowings	1,019,927	774,909	1,332,937	868,136	3,995,909
Lease liabilities	207,716	190,287	407,297	587,614	1,392,914
Asset retirement obligation	1,981	7,313	16,177	80,528	105,999
Trade and other payables	1,125,929	–	–	–	1,125,929
	2,355,553	972,509	1,756,411	1,536,278	6,620,751

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	After 5 years	Total
	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
At 31 December 2021					
Borrowings	444,991	485,137	1,802,242	671,739	3,404,109
Lease liabilities	164,013	161,016	359,716	304,862	989,607
Asset retirement obligation	5,776	2,419	12,788	78,563	99,546
Trade and other payables	37,059	–	–	–	37,059
	602,481	–	–	–	602,481
	1,254,320	648,572	2,174,746	1,055,164	5,132,802

VAT payable of **MUR42,939,000** (2022: MUR6,799,000, 2021: MUR40,914,000) are excluded from trade and other payables.

(d) Capital risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt.

The gearing ratios at 31 December 2023, 2022 and 2021 were as follows:

		2023	2022	2021
	Notes	**MUR '000**	MUR '000	MUR '000
Total borrowings –excluding transaction costs	20	**3,843,665**	3,524,252	2,923,560
Less: Cash and cash equivalents	18	**(281,202)**	(772,290)	(128,472)
Net debt		**3,562,463**	2,751,962	2,795,088
Total equity		**115,937**	304,200	308,256
Total capital		**3,678,400**	3,056,162	3,103,344
Gearing ratio		**97%**	90%	90%

(e) Fair Value Estimation

The fair value of financial assets at FV through OCI that are traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price.

The carrying amounts of loans and receivables less impairment provision, cash and cash equivalents, borrowings, lease liabilities, trade and other payables and contract liabilities are assumed to approximate their fair values. The carrying values of financial liabilities also approximate their fair values.

Fair values hierarchy

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

The fair value hierarchy has the following levels:

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

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the Group.The Group considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The Group have classified the financial assets at FVTOCI as level 1. The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and financial assets at FVTOCI) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

2. Financial Risk Management (Continued)

(e) Fair Value Estimation (Continued)

Freehold land and building are revalued every 3 years. The Group revalued its land and buildings in year 2021 by an independent professional valuer.

	Level 1	Level 2	Total
	MUR '000	**MUR '000**	**MUR '000**
At 31 December 2023			
Financial assets at fair value through OCI			
- Equity shares	**1,229**	**–**	**1,229**
Non financial asset at fair value through OCI			
- Land and buildings	**–**	**404,543**	**404,543**
	1,229	**404,543**	**405,772**

	Level 1	Level 2	Total
	MUR '000	MUR '000	MUR '000
At 31 December 2022			
Financial assets at fair value through OCI			
- Equity shares	1,207	–	1,207
Non financial asset at fair value through OCI			
- Land and buildings	–	27,262	27,262
	1,207	27,262	28,469

	Level 1	Level 2	Total
	MUR '000	MUR '000	MUR '000
At 31 December 2021			
Financial assets at fair value through OCI			
- Equity shares	1,153	–	1,153
Non financial asset at fair value through OCI			
- Land and buildings	–	501,522	501,522
	1,153	501,522	502,675

The Group is exposed to equity securities price risks. If the fair value of the investments increases/ decreases by 5%, other factors remaining unchanged, the Group's profit for the year and financial assets (financial assets at fair value through OCI) would increase/decrease by **MUR51,000** (2022: MUR50,000, 2021: MUR48,000).

The sensitivity analysis of an increase/decrease by 1% in price per square meter, other factors remaining unchanged, on the fair value Group's freehold land and buildings, its profit for the year and its valuation of the land and buildings (revaluation reserves through OCI) would have increase/decrease by **MUR4,045,000** (2022: MUR272,000, 2021: MUR5,015,000).

(f) Financial instruments by category

At 31 December

	2023				2022				2021			
	Financial asset at amortised cost MUR '000	**Financial asset at FVTOCI MUR '000**	**Total MUR '000**	**Expected credit loss MUR '000**	Financial asset at amortised cost MUR '000	Financial asset at FVTOCI MUR '000	Total MUR '000	Expected credit loss MUR '000	Financial asset at amortised cost MUR '000	Financial asset at FVTOCI MUR '000	Total MUR '000	Expected credit loss MUR '000
Assets as per consolidated statement of financial position												
Financial assets at FVTOCI	**–**	**1,229**	**1,229**	**–**	–	1,207	1,207	–	–	1,153	1,153	–
Trade and other receivables	**335,311**	**–**	**335,311**	**69,569**	289,522	–	289,522	106,194	277,491	–	277,491	147,957
Cash and cash equivalents	**410,372**	**–**	**410,372**	**–**	831,774	–	831,774	–	197,342	–	197,342	–
Total	**745,683**	**1,229**	**746,912**	**69,569**	1,121,296	1,207	1,122,503	106,194	474,833	1,153	475,986	147,957

At 31 December

	2023		2022		2021	
	Other financial liabilities at amortised cost MUR '000	**Total MUR '000**	Other financial liabilities at amortised cost MUR '000	Total MUR '000	Other financial liabilities at amortised cost MUR '000	Total MUR '000
Liabilities as per consolidated statement of financial position						
Borrowings	**3,843,665**	**3,843,665**	3,524,252	3,524,252	2,923,560	2,923,560
Lease liabilities	**962,463**	**962,463**	1,050,861	1,050,861	810,451	810,451
Asset retirement obligation	**74,397**	**74,397**	64,492	64,492	69,237	69,237
Dividend payable	**–**	**–**	–	–	37,059	37,059
Trade and other payables excluding non-financial liabilities	**1,555,705**	**1,555,705**	1,125,928	1,125,928	602,481	602,481
Total	**6,436,230**	**6,436,230**	5,765,533	5,765,533	4,442,788	4,442,788

Notes to the Consolidated Financial Statements (Continued)

3. Revenue from Contract with Customers

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Sale of telephone and equipment	**187,609**	224,102	359,785
Rendering of services	**4,303,779**	4,169,404	3,915,135
	4,491,388	4,393,506	4,274,920
Timing of revenue recognition			
At a point in time	**187,609**	224,102	359,785
Over time	**4,303,779**	4,169,404	3,915,135
	4,491,388	4,393,506	4,274,920
Total revenue generated by the provision of international roaming service to inbound roamers (include only inbound roaming)	**91,398**	71,622	49,589
	Minutes	**Minutes**	**Minutes**
Number of minutes from incoming international calls terminating in Mauritius	**1,482,586**	1,528,259	1,427,624

4. Other Income

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Other income	**13,439**	8,127	15,983
	13,439	8,127	15,983

5. Other Gains / (Losses)

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Other gains			
Profit on disposal of property, plant and equipment	**133,491**	113,255	7,109
Property, plant and equipment and intangibles written back	**1,556**	–	–
Foreign exchange gain	**8**	6,024	4,088
Gain arising on derecognition of lease liabilties	**1,653**	–	1,882
	136,708	119,279	13,079

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Other Losses			
Foreign exchange loss	**(11,315)**	(2,794)	(3,783)
Property, plant and equipment and intangibles written off	**(28,224)**	–	(944)
Loss on disposal of property, plant and equipment	**(21)**	(6,495)	–
Loss arising on derecognition of lease liabilties	**-**	(934)	–
	(39,560)	(10,223)	(4,727)

6. Operating Profit

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
The following items have been charged in arriving at operating profit:				
Depreciation on property, plant and equipment:	10			
Owned assets				
- Buildings		**486**	13,817	10,587
- Asset Infrastructure		**3,173**	543	1,621
- Technical equipment		**636,854**	575,028	549,957
- Motor vehicles		**47**	79	418
- Furniture, fixtures and fittings		**13,690**	10,110	12,008
- Office equipment		**104,705**	83,353	106,917
Depreciation on right-of-use assets	11	**171,175**	154,363	152,392
Amortisation of licence and IRU	12	**49,799**	51,205	47,576
Advertising and promotion		**73,400**	66,336	41,193
Commission to dealers		**72,913**	69,221	68,593
Consultancy fees		**17,548**	12,481	14,910
Employee benefits expense	7	**585,262**	552,154	520,616
Cost of inventories expensed		**274,514**	329,322	351,311
Repairs and maintenance costs		**110,173**	111,596	108,087
Increase in loss allowance on trade receivables	16	**12,049**	8,161	26,957
Audit fees		**5,167**	3,284	2,295
Non-audit fees		**2,836**	2,639	1,018
Business support services fees	28(iii)	**82,202**	77,768	75,088
Solidarity levy tax on turnover	9	**53,193**	50,368	47,141
Property, plant and equipment write off	10	**-**	6,494	14,558
Property, plant and equipment write back		**(1,556)**	-	-

The Group cost of operations include mainly interconnect expenses, roaming costs, network operational expenses, cost of inventories expensed, channel costs, football rights, programme costs, satellite costs and licence costs.

7. Employee Benefits Expense

	Notes	**2023 MUR '000**	2022 MUR '000	2021 MUR '000
Wages and salaries		**390,965**	365,829	348,286
Social security cost		**22,917**	21,472	20,004
Pension cost – defined contribution plans		**15,056**	14,496	15,585
Pension costs – defined benefit plans	22	**12,811**	16,022	17,166
Other costs:				
Training costs		**4,675**	3,062	1,632
Bonus and commissions		**71,404**	60,766	57,442
Other commissions		**31,678**	34,752	30,086
Recruitment costs		**901**	876	1,467
Staff Welfare		**34,855**	34,879	28,948
		585,262	552,154	520,616

	2023 Number	2022 Number	2021 Number
Number of employees at end of year	**606**	596	570

8. Finance Costs – Net

	Notes	**2023 MUR '000**	2022 MUR '000	2021 MUR '000
Finance income				
Interest income		**4,251**	2,105	2,621
Foreign exchange gain		**12**	–	–
		4,263	2,105	2,621
Finance costs				
Interest payable on:				
Bank overdrafts		**(458)**	(171)	(55)
Loans		**(63,992)**	(28,242)	(17,967)
Bonds		**(93,061)**	(99,150)	(98,420)
Interest and finance charges for lease liabilities		**(58,670)**	(42,977)	(39,139)
Amortisation of bond issue transaction costs		**(2,823)**	(3,224)	(3,475)
Unwinding of asset retirement obligations	23	**(1,924)**	(1,207)	(4,901)
Foreign exchange loss		**(9,851)**	(16,518)	(11,659)
		(230,779)	(191,489)	(175,616)
Finance costs - net		**(226,516)**	(189,384)	(172,995)

9. Taxation

(a) Recognised in profit or loss

This note provides an analysis of the Group's tax expense, showing the amount recognised under the administrative expenses and income tax expense.

The schedule below shows the charge during the year:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Recognised under administrative expenses			
Solidarity levy charge on revenue	**53,193**	50,368	47,141
Recognised under income tax expense			
Income tax expense	**138,655**	115,853	134,355

Taxes paid during the year are as follows:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Income tax	**93,842**	62,624	100,376
Solidarity levy on profit	**32,184**	25,483	31,346
Adjustment for tax deduction at source	**(183)**	(282)	(142)
Income tax (net)	**125,843**	87,825	131,580
Corporate Social Responsibility	**11,211**	9,982	15,058
Taxation paid	**137,054**	97,807	146,638

(b) Income tax

The Group is liable to income tax on its profit, as adjusted for income tax purposes, at the rate of **17%** (2022: 17%, 2021: 17%), including CSR of **2%** (2022: 2%, 2021: 2%).

		2023	2022	2021
	Notes	**MUR '000**	MUR '000	MUR '000
Charge for the year:				
Based on profit for the year, as adjusted for tax purposes		**41,049**	85,733	73,235
Movement in deferred tax	21	**59,039**	(13,773)	21,034
Solidarity levy based on book profit		**33,796**	32,184	25,482
Corporate Social Responsibility (CSR) fund		**5,473**	11,432	9,765
Income tax and CSR adjustment for prior year		**(702)**	277	4,839
Income tax expense		**138,655**	115,853	134,355

The following tax rules were applicable during the years ended 31 December 2021, 2022 and 2023:

Solidarity levy

The Solidarity levy applies to Emtel Ltd within the Group, which are liable to pay the Director General a the levy calculated based on the reference to its accounting profit and turnover in respect of the preceeding year. This has been introduced in 2009 and has subsequently been extended further. In the Finance Act, 2020, the solidarity levy has been made permanent whereby every profitable providers of fixed and mobile telephone services shall be liable to pay a solidarity levy of 5% of accounting profit (i.e. derived by an operator from all its activities and computed in accordance with IFRS) and 1.5% of turnover.

9. Taxation (Continued)

(b) Income tax (Continued)

	Current tax liabilities	**Solidarity Levy based on profit**	**Corporate Social Responsibility**	**Total**
	2023	**2023**	**2023**	**2023**
	MUR '000	**MUR '000**	**MUR '000**	**MUR '000**
At 1 January	**30,625**	**32,184**	**12,713**	**75,522**
Charge for the year	**41,049**	**33,796**	**5,473**	**80,318**
Adjustment for prior year	**(619)**	**–**	**(83)**	**(702)**
Paid during the year	**(93,842)**	**(32,184)**	**(11,211)**	**(137,237)**
At 31 December 2023	**(22,787)**	**33,796**	**6,892**	**17,901**

	Current tax liabilities	Solidarity Levy based on profit	Corporate Social Responsibility	Total
	2022	2022	2022	2022
	MUR '000	MUR '000	MUR '000	MUR '000
At 1 January	7,272	25,483	11,230	43,985
Charge for the year	85,733	32,184	11,432	129,349
Adjustment for prior year	244	–	33	277
Paid during the year	(62,624)	(25,483)	(9,982)	(98,089)
At 31 December 2022	30,625	32,184	12,713	75,522

	Current tax liabilities	Solidarity Levy based on profit	Corporate Social Responsibility	Total
	2021	2021	2021	2021
	MUR '000	MUR '000	MUR '000	MUR '000
At 1 January	22,047	29,853	16,129	68,029
Charge for the year	73,235	25,482	9,765	108,482
Adjustment for prior year	2,951	1,494	394	4,839
Paid during the year	(100,376)	(31,346)	(15,058)	(146,780)
Received during the year	9,415	–	–	9,415
At 31 December 2021	7,272	25,483	11,230	43,985

(c) Provision for solidarity levy

The provision relates to solidarity levy charge on revenue. The movement in provision is as follows:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
At 1 January	**50,344**	47,324	46,552
Charge for the year	**53,193**	50,344	47,324
Adjustment for prior year	**-**	24	(183)
Paid during the year	**(50,345)**	(47,348)	(46,369)
At 31 December	**53,192**	50,344	47,324

(d) The tax (charge)/credit relating to components of other comprehensive income is as follows:

	Notes	2023		
		Before tax MUR '000	**Tax (charge) / credit MUR '000**	**After tax MUR '000**
Revaluation of land and building		**4,065**	**(309)**	**3,756**
Re-measurements of post-employment benefits obligations	22	**(9,311)**	**1,590**	**(7,721)**
Other comprehensive income		**(5,246)**	**1,281**	**(3,965)**

	Notes	2022		
		Before tax MUR '000	Tax (charge) / credit MUR '000	After tax MUR '000
Re-measurements of post-employment benefits obligations	22	21,535	(3,661)	17,874
Other comprehensive income		21,535	(3,661)	17,874

	Notes	2021		
		Before tax MUR '000	Tax (charge) / credit MUR '000	After tax MUR '000
Revaluation of land and building		304,535	(38,681)	265,854
Re-measurements of post-employment benefits obligations	22	26,582	(4,519)	22,063
Other comprehensive income		331,117	(43,200)	287,917

9. Taxation (Continued)

(d) The tax (charge)/credit relating to components of other comprehensive income is as follows: (Continued)

A reconciliation between the effective rate of income tax of the Group **30.69%** (2022: 19.21%, 2021: 22.77%) and the applicable income tax rate of **17%** (2022: 17%, 2021: 17%) follows:

	2023	2022	2021
	%	%	%
(As a percentage of profit before tax)			
Applicable income tax rate	**17.00**	17.00	17.00
Impact of:			
Non-tax deductible expenses	**1.93**	3.14	2.67
Income not subject to tax	**(0.10)**	(9.46)	(2.94)
Under provision on deferred tax	**2.38**	–	–
Unrecognised deferred tax assets	**–**	1.35	0.11
Solidarity levy based on revenue – (Non deductible)	**2.00**	1.37	1.36
Solidarity levy based on book profit	**7.48**	5.81	4.57
Effective tax rate	**30.69**	19.21	22.77

10. Property, Plant and Equipment

	Land and buildings MUR '000	Infra-structure asset MUR '000	Technical equipment MUR '000	Motor vehicles MUR '000	Furniture, fixtures and fittings MUR '000	Office equipment MUR '000	Asset in progress MUR '000	Total MUR '000
Cost or valuation:								
At 1 January 2021	384,525	34,616	6,193,503	32,028	186,841	1,277,874	446,469	8,555,856
Additions	–	–	492,411	–	8,383	55,756	446,115	1,002,665
Disposals	–	–	(21,596)	(16,949)	(3,235)	(7,779)	–	(49,559)
Write off	–	–	(307,456)	–	(26,828)	(120,263)	(1,622)	(456,169)
Revaluation Reserve	304,535	–	–	–	–	–	–	304,535
Transfer	3,682	–	362,632	–	6,747	28,699	(401,760)	–
ARO adjustment	–	–	(12,026)	–	–	–	–	(12,026)
Transfer to inventories	–	–	–	–	–	–	(2,172)	(2,172)
Transfer to Intangible assets	–	–	–	–	–	–	(749)	(749)
Reclassification	(96,015)	–	9,102	–	11,245	75,668	–	–
At 31 December 2021	596,727	34,616	6,716,570	15,079	183,153	1,309,955	486,281	9,342,381
Additions	–	–	1,250,240	8	25,845	58,826	378,512	1,713,431
Disposals	(560,737)	(70)	(459,700)	(4,922)	(974)	(1,175)	–	(1,027,578)
Write off	(5,144)	–	(98,735)	–	(21,915)	(4,105)	(1,607)	(131,506)
Transfer	–	–	85,734	–	–	22,123	(107,857)	–
ARO adjustment	–	–	(6,492)	–	–	–	–	(6,492)
Transfer to inventories	–	–	–	–	–	–	(147)	(147)
Transfer to Intangible Assets	–	–	–	–	–	–	(492)	(492)
Reclassification	–	–	3,583	–	13,381	1,684	(18,648)	–
At 31 December 2022	**30,846**	**34,546**	**7,491,200**	**10,165**	**199,490**	**1,387,308**	**736,042**	**9,889,597**
Additions	**8,652**	**17,597**	**1,051,296**	**–**	**21,014**	**156,355**	**694,876**	**1,949,790**
Disposals	**–**	**–**	**(288,479)**	**(3,032)**	**(14,429)**	**(132,522)**	**(129)**	**(438,591)**
Write off	**–**	**–**	**(129,403)**	**–**	**(4,089)**	**(2,633)**	**–**	**(136,125)**
Revaluation of assets	**51,306**	**–**	**–**	**–**	**–**	**–**	**–**	**51,306**
Transfer	**318,538**	**65,861**	**221,813**	**–**	**2,037**	**50,895**	**(659,144)**	**–**
ARO adjustment	**–**	**–**	**7,049**	**–**	**–**	**–**	**–**	**7,049**
Transfer to inventories	**–**	**–**	**–**	**–**	**–**	**–**	**(4,631)**	**(4,631)**
Transfer to Intangible Assets	**–**	**–**	**–**	**–**	**–**	**–**	**(4,550)**	**(4,550)**
Reclassification	**(2,994)**	**2,994**	**–**	**–**	**–**	**–**	**–**	**–**
At 31 December 2023	**406,348**	**120,998**	**8,353,476**	**7,133**	**204,023**	**1,459,403**	**762,464**	**11,313,845**

10. Property, Plant and Equipment(Continued)

	Land and buildings MUR '000	Infra-structure asset MUR '000	Technical equipment MUR '000	Motor vehicles MUR '000	Furniture, fixtures and fittings MUR '000	Office equipment MUR '000	Asset in progress MUR '000	Total MUR '000
Accumulated depreciation:								
At 1 January 2021	113,047	15,000	4,063,432	31,337	169,993	1,127,286	–	5,520,095
Charge for the year	10,587	1,621	549,957	418	12,008	106,917	–	681,508
Disposals adjustment	–	–	(20,550)	(16,949)	(2,461)	(7,277)	–	(47,237)
Write off	–	–	(295,627)	–	(27,078)	(118,906)	–	(441,611)
Reclassification in class of assets	(28,429)	–	2,711	–	3,757	21,961	–	–
At 31 December 2021	95,205	16,621	4,299,923	14,806	156,219	1,129,981	–	5,712,755
Charge for the year	13,817	543	575,028	79	10,110	83,353	–	682,930
Disposals adjustment	(103,349)	(36)	(258,237)	(4,901)	(967)	(1,035)	–	(368,525)
Write off	(2,522)	–	(98,173)	–	(21,521)	(2,796)	–	(125,012)
At 31 December 2022	**3,151**	**17,128**	**4,518,541**	**9,984**	**143,841**	**1,209,503**	**–**	**5,902,148**
Charge for the year	**486**	**3,173**	**636,854**	**47**	**13,690**	**104,705**	**–**	**758,955**
Disposals adjustment	**–**	**–**	**(204,649)**	**(3,032)**	**(14,422)**	**(132,207)**	**–**	**(354,310)**
Write off	**–**	**–**	**(129,272)**	**–**	**(3,995)**	**(2,609)**	**–**	**(135,876)**
Reclassification in class of assets	**(1,832)**	**1,832**	**–**	**–**	**–**	**–**	**–**	**–**
At 31 December 2023	**1,805**	**22,133**	**4,821,474**	**6,999**	**139,114**	**1,179,392**	**–**	**6,170,917**
Net book value:								
At 31 December 2023	**404,543**	**98,865**	**3,532,002**	**134**	**64,909**	**280,011**	**762,464**	**5,142,928**
At 31 December 2022	27,695	17,418	2,972,659	181	55,649	177,805	736,042	3,987,449
At 31 December 2021	501,522	17,995	2,416,647	273	26,934	179,974	486,281	3,629,626

Fair values of land and buildings

The revaluation surplus net of applicable deferred tax was credited to other comprehensive income and is shown in the revaluation reserves in shareholders' equity.

	2023	2022	2021
Significant other observable inputs (Level 2)	**MUR '000**	MUR '000	MUR '000
Recurring fair value measurements			
Land	**49,486**	–	62,333
Building	**1,820**	20,375	203,521
	51,306	20,375	265,854

Level 2 fair values of land and buildings have been derived using the sales comparison approach. Sales prices of comparable land and buildings in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square meter.

During year 2023, the Group has incurred a write-off totaling **MUR136.1** million on its assets with a depreciated value of **MUR135.9** million, in year 2022 a write-off totaling MUR131.5 million with a depreciated value of MUR125 million and in year 2021 a write off totalling MUR456.1 million with a depreciated value of MUR441.6 million. These assets consist mainly of decoders which were scrapped, furniture and fittings, routers and IT equipment which were either damaged or obsolete.

Asset in progress for the Group mainly includes technical equipment acquired by the Group which were not ready for use at 31 December 2023, 2022 and 2021.

Payments for the purchase of property, plant and equipment during the year are as follows:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Additions to property, plant and equipment	**1,949,790**	1,713,431	1,002,665
Unpaid at 1 January	**420,878**	64,273	118,039
Unpaid at 31 December	**(538,175)**	(420,878)	(64,272)
Trade-In arrangement	**(211,043)**	(287,012)	–
ARO provision for the year	**(932)**	(890)	(2,757)
Payments for purchase of property, plant and equipment	**1,620,518**	1,068,924	1,053,675

As at 31 December, if no revaluation was done on land and building, the historical cost would have been as follows:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Cost	**392,223**	30,846	287,048
Accumulated Depreciation	**(2,039)**	(3,150)	(92,834)
Net Book Value	**390,184**	27,696	194,214

The sensitivity analysis on depreciation, factoring in changes to the weighted average useful life, is outlined below:

	Change in Assumption	2023	2022	2021
			Impact	
	%	**MUR '000**	MUR '000	MUR '000
Increase in weighted average useful life	1	**64,657**	62,687	61,635
Decrease in weighted average useful life	1	**(49,482)**	(49,029)	(47,997)

11. Leases

The Group lease land and buildings, co-location of cellsites and Motor Vehicles with lease terms exceeding one year. These leases contain a renewal option and below are information for leases for the Group.

Amounts recognised in the consolidated statement of financial position:

Right-of-use assets

	Land and buildings MUR '000	Co-location of cellsites MUR '000	Motor vehicles MUR '000	Total MUR '000
At 1 January 2021	519,850	121,241	7,860	648,951
Additions	118,594	150,614	13,416	282,624
Depreciation	(98,421)	(50,495)	(3,476)	(152,392)
De-recognition	(26,786)	–	(335)	(27,121)
At 31 December 2021	513,237	221,360	17,465	752,062
Remeasurement	1,654	(132)	–	1,522
Additions	381,974	4,598	586	387,158
Depreciation	(104,316)	(46,258)	(3,789)	(154,363)
De-recognition	(6,022)	(3,345)	(51)	(9,418)
At 31 December 2022	**786,527**	**176,223**	**14,211**	**976,961**
Remeasurement	**19,583**	**466**	**–**	**20,049**
Additions	**73,760**	**3,293**	**–**	**77,053**
Depreciation	**(123,798)**	**(43,764)**	**(3,613)**	**(171,175)**
De-recognition	**(18,778)**	**(8,034)**	**–**	**(26,812)**
At 31 December 2023	**737,294**	**128,184**	**10,598**	**876,076**

Lease liabilities

	Land and buildings MUR '000	Co-location of cellsites MUR '000	Motor vehicles MUR '000	Total MUR '000
At 1 January 2021	553,508	128,105	8,243	689,856
Additions	117,953	150,614	13,416	281,983
Interest expense	30,035	8,377	727	39,139
Payments	(113,677)	(53,919)	(4,067)	(171,663)
De-recognition	(28,500)	–	(364)	(28,864)
At 31 December 2021	559,319	233,177	17,955	810,451
Remeasurement	1,654	(132)	–	1,522
Additions	381,966	4,598	586	387,150
Interest expense	32,433	9,519	943	42,895
Payments	(127,310)	(50,734)	(4,677)	(182,721)
De-recognition	(4,942)	(3,488)	(6)	(8,436)
At 31 December 2022	**843,120**	**192,940**	**14,801**	**1,050,861**
Remeasurement	**19,640**	**466**	**–**	**20,106**
Additions	**74,321**	**3,672**	**–**	**77,993**
Interest expense	**50,654**	**7,529**	**707**	**58,890**
Payments	**(161,025)**	**(50,959)**	**(4,054)**	**(216,038)**
De-recognition	**(20,927)**	**(8,422)**	**–**	**(29,349)**
At 31 December 2023	**805,783**	**145,226**	**11,454**	**962,463**

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Current	**145,876**	150,123	125,113
Non-current	**816,587**	900,738	685,338
At 31 December	**962,463**	1,050,861	810,451

The future cash outflows on the lease liabilities are disclosed under the financial risk management, liquidity risk (Note 2(c)).

The statement of profit or loss and other comprehensive income shows the following amounts relating to leases:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Depreciation charge of right-of-use assets	**171,175**	154,363	152,392
Interest expense (included in finance cost)	**58,890**	42,895	39,139
Expense relating to short term leases that are recognised in profit or loss			1,290
Total lease payment inclusive of short term leases	**216,038**	182,721	172,953
Expense relating to variable lease payments not included in lease liabilities	**4,096**	3,069	23,293

12. Intangible Assets

	Purchased software MUR '000	Developed software MUR '000	Licences MUR '000	IRU MUR '000	Assets in progress MUR '000	Total MUR '000
Cost						
At 1 January 2021	37,476	–	79,970	654,930	–	772,376
Additions	341	–	34,043	–	5,822	40,206
Reclassification	749	–	–	–	–	749
Intangibles write off	(4,832)	–	–	–	–	(4,832)
At 31 December 2021	33,734	–	114,013	654,930	5,822	808,499
Additions	456	9,138	2,124	–	2,799	14,517
Reclassification	492	5,822	–	–	(5,822)	492
Write off	(13)	–	–	–	–	(13)
At 31 December 2022	**34,669**	**14,960**	**116,137**	**654,930**	**2,799**	**823,495**
Additions	**–**	**2,586**	**–**	**541**	**1,656**	**4,783**
Write off	**–**	**–**	**–**	**(82,659)**	**–**	**(82,659)**
Transfer	**180**	**–**	**–**	**4,370**	**–**	**4,550**
At 31 December 2023	**34,849**	**17,546**	**116,137**	**577,182**	**4,455**	**750,169**
Accumulated Amortisation:						
At 1 January 2021	32,707	–	56,625	355,104	–	444,436
Charge for the year	2,113	–	6,637	38,826	–	47,576
Write off	(4,836)	–	–	–	–	(4,836)
At 31 December 2021	29,984	–	63,262	393,930	–	487,176
Charge for the year	2,247	1,820	8,313	38,825	–	51,205
Write off	(13)	–	–	–	–	(13)
At 31 December 2022	**32,218**	**1,820**	**71,575**	**432,755**	**–**	**538,368**
Charge for the year	**1,533**	**3,304**	**6,309**	**38,653**	**–**	**49,799**
Write off	**–**	**–**	**–**	**(56,130)**	**–**	**(56,130)**
At 31 December 2023	**33,751**	**5,124**	**77,884**	**415,278**	**–**	**532,037**
Net book value:						
At 31 December 2023	**1,098**	**12,422**	**38,253**	**161,904**	**4,455**	**218,132**
At 31 December 2022	2,451	13,140	44,562	222,175	2,799	285,127
At 31 December 2021	3,750	–	50,751	261,000	5,822	321,323

The Intangible assets consist of acquired licences from the Information and Communication Technologies Authority ("**ICTA**"), capacity purchased on an Indefeasible Rights of Use ("**IRU**"), software licences purchased and software developed for the mobile financial app trading under the name of "Blink". The IRU is amortised on a straight-line basis over the contract period from the effective date of the IRUs was brought into use.

13. Investment in Subsidiaries

The Group owns a 100% shareholding in Emtel MFS Co Ltd with a paid-up capital of MUR5,000,000. Emtel MFS Co Ltd offers digital payment platform facilities.

The Group also acquired EMVision in 2020 for a purchase consideration of MUR1.15 Billion representing 90% of the stated capital. This is accounted under a common control transaction at Group level (Note 30).

The Group owns 100% shareholding in Emtel Technopolis Ltd with a paid up share capital of MUR50 million. Emtel Technopolis Ltd will provide building and infrastructure facility on lease for a satellite farming project. The building and infrastructure are capitalised as at the reporting date.

14. Financial Assets At Fair Value Through Other Comprehensive Income

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
At fair value:			
At 1 January	**1,207**	1,153	972
Movement in fair value	**22**	54	181
At 31 December (Note 2(e))	**1,229**	1,207	1,153

The financial assets represent investment in equity securities.

15. Inventories

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Telephone sets, related spares and accessories:			
At cost	**70,819**	91,246	63,005
At net realisable value	**934**	2,764	167
	71,753	94,010	63,172

The Group has cost of inventories recognised as an expense of **MUR274 million** (2022: MUR329 million and 2021: MUR351 million).

16. Trade and other Receivables

	2023 MUR '000	2022 MUR '000	2021 MUR '000
Trade receivables	**236,792**	265,342	310,319
Less: Loss allowance on trade receivables	**(69,569)**	(106,194)	(147,957)
	167,223	159,148	162,362
Prepayments	**55,327**	64,592	68,758
Advance to supplier	**5,622**	18,154	728
Deposit	**23,795**	23,397	11,443
VAT receivable	**6,881**	46,142	14,152
Accrued income	**46,226**	46,922	63,098
Accrued interest income	**24**	–	–
Other receivables	**88,006**	43,371	36,773
Receivable from related parties (Note 28 (v))	**10,058**	16,684	3,815
	403,162	418,410	361,129

The carrying amount of trade and other receivables approximate their fair values.

The maximum exposure to credit risk at the reporting date is equal to the carrying value of each class of the trade and other receivables mentioned above.

The Group includes trade receivables which are not secured, non-interest bearing and generally on average 30-90 days term.

The Group's accrued income mainly consist of Emtel Ltd inbound roaming commitment, discount agreement with some of its roaming partners for a guaranteed send or pay commitment to our network over a defined period. At end of each period, the Group assess the actual revenue generated through the contract and provide for any shortfall in revenue based on the guaranteed roaming revenue commitment. Accrued income is thus accounted for as a receivable as the amount will be recovered in the short term from the respective roaming partner after all services have already been rendered.

On that basis, the loss allowance as at 31 December 2023, 31 December 2022 and 31 December 2021 was determined as follows for the trade receivables:

31 December 2023	**Current**	**Up to 1 month past due**	**1 to 2 months past due**	**Over 2 months past due**	**Total**
Expected loss rate	**1.32%**	**4.76%**	**12.09%**	**91.82%**	
Gross carrying value (MUR '000)	**105,135**	**46,464**	**15,367**	**69,826**	**236,792**
Loss allowance (MUR '000)	**1,383**	**2,212**	**1,858**	**64,116**	**69,569**
31 December 2022					
Expected loss rate	1.75%	5.78%	9.59%	95.34%	
Gross carrying value (MUR '000)	93,321	46,940	20,295	104,786	265,342
Loss allowance (MUR '000)	1,636	2,711	1,946	99,901	106,194
31 December 2021					
Expected loss rate	1.93%	5.88%	19.77%	91.58%	
Gross carrying value (MUR '000)	101,994	42,564	11,572	154,189	310,319
Loss allowance (MUR '000)	1,964	2,502	2,288	141,203	147,957

At 31 December, if the expected credit losses had increased/decreased by 1%, pre-tax profit and equity for the year would have been: higher/lower by **MUR2,368,000** in 2023 (2022: MUR2,653,000, 2021: MUR3,103,000).

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Mauritian rupee	**358,231**	390,594	326,459
United States dollar	**16,438**	17,930	9,732
Euro	**28,473**	9,864	24,906
Great Britain pound	**17**	17	19
Swiss franc	**3**	5	13
	403,162	418,410	361,129

Movements on the Group's loss allowance on trade receivables are as follows:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
At 1 January	**106,194**	147,957	135,239
Receivables written off during the year as uncollectible	**(48,674)**	(49,924)	(14,239)
Increase in loss allowance recognised in profit or loss during the year	**12,049**	8,161	26,957
At 31 December	**69,569**	106,194	147,957

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable. The Group does not hold any collateral as security.

17. Current Tax Receivables

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Amount receivable from MRA	**80,382**	80,382	80,382

Income tax

The Mauritius Revenue Authority ("**MRA**") had raised an assessment on Emtel Limited with respect to the income tax rate used for income tax years of assessments 2006/2007 and 2007/2008. The total amount claimed by the MRA has been paid under protest inclusive of the penalties and interest.

According to Emtel Limited's legal advisors appointed to handle this matter, they believe that it is highly probable that Emtel Limited will have a positive outcome. Based on significant judgment that has been applied by Emtel Limited's directors, following advice from its legal advisor, no tax liability has been accounted with respect to this assessment. Given that Emtel Limited has already paid the amount of MUR80.4 million to the MRA, this represents an asset (current tax receivable) for Emtel Limited. Emtel Limited has lodged an application for permission to appeal that judgement to the Judicial Committee of the Privy Council. The Case was fixed by the Court for MERITS to the 6th November 2023, however, the Case has been postponed for 27 May 2024.

In parallel to those two appeals, Emtel Limited is contesting before the Supreme Court the MRA's refusal to allow it to join the Voluntary Disclosure of Income Arrangement (VDIA) Scheme for those same years 2005 and 2006. The VDIA proceedings were heard on 13 March 2018 and judgment is awaited.

Pending the determination of those three cases, the payments made to the MRA have been recorded as a receivable from the MRA as the Board of the Emtel Limited is confident that the matter shall be resolved positively.

Notes to the Consolidated Financial Statements (Continued)

18. Cash and Cash Equivalents

Cash and cash equivalents and in hand comprise the following consolidated statement of financial position amounts:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Cash and cash equivalents	**281,202**	772,290	128,472
Restricted cash	**129,170**	59,484	68,870
	410,372	831,774	197,342

For the purpose of the statement of cash flows, cash and cash equivalents excluding restricted cash amounts to Group **MUR281,246,000** (2022: MUR772,290,000 , 2021: MUR128,472,000). The restricted cash held at local banks represents the amount which the Group can use to pay specific suppliers (Note 24).

19. Stated Capital

	2023	2022	2021	2023	2022	2021
	Number	Number	Number	**MUR '000**	MUR '000	Number
Authorised:						
Ordinary shares of MUR '10 each	**20,000,000**	20,000,000	20,000,000	**200,000**	200,000	200,000
Issued and fully paid:						
At 1 January and 31 December	**15,180,000**	15,180,000	15,180,000	**151,800**	151,800	151,800

20. Borrowings

	2023			2022			2021		
	Current	**Non-Current**	**Total**	Current	Non-Current	Total	Current	Non-Current	Total
	MUR '000	**MUR '000**	**MUR '000**	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000	MUR '000
Loan	**1,276,250**	**632,500**	**1,908,750**	625,000	726,250	1,351,250	326,875	431,250	758,125
Interest on loan	**19,807**	**-**	**19,807**	11,187	–	11,187	1,041	–	1,041
Bank overdraft	**5,213**	**-**	**5,213**	–	–	–	2,579	–	2,579
	1,301,270	**632,500**	**1,933,770**	636,187	726,250	1,362,437	330,495	431,250	761,745
Bond	**500,000**	**1,400,000**	**1,900,000**	250,000	1,900,000	2,150,000	–	2,150,000	2,150,000
Unamortised transaction cost	**(1,319)**	**(2,149)**	**(3,468)**	(1,759)	(3,468)	(5,227)	(2,099)	(5,226)	(7,325)
Interest on bonds	**9,895**	**-**	**9,895**	11,815	–	11,815	11,815	–	11,815
	508,576	**1,397,851**	**1,906,427**	260,056	1,896,532	2,156,588	9,716	2,144,774	2,154,490
Total borrowings	**1,809,846**	**2,030,351**	**3,840,197**	896,243	2,622,782	3,519,025	340,211	2,576,024	2,916,235

The transaction cost incurred on the issue of bonds and the amount recognised under borrowings are as follows:

	2023 MUR '000	2022 MUR '000	2021 MUR '000
At 1 January	**5,226**	7,325	9,627
Bond issue transaction costs incurred	**1,065**	1,125	1,173
Amortisation	**(2,823)**	(3,224)	(3,475)
At 31 December	**3,468**	5,226	7,325

	Maturity Date	2023 MUR '000	2022 MUR '000	2021 MUR '000
Secured bank loans				
ABSA loan	Nov 2022	–	–	28,125
ABSA loan	Jun 2026	**93,750**	131,250	150,000
ABSA loan	Sep 2029	**100,000**	65,000	–
ABSA loan	Feb 2032	**300,000**	300,000	–
ABSA loan	Sep 2032	**75,000**	55,000	–
AfrAsia loan	Aug 2025	**105,000**	150,000	150,000
MCB short term loan	Jan 2022	**-**	–	230,000
MCB short term loan	Jan 2024	**100,000**	–	–
ABSA short term Loan	Aug 2023	**-**	500,000	–
ABSA short term Loan	Feb 2024	**500,000**	–	–
AfrAsia short term Loan	Mar 2024	**500,000**	–	–
SBM loan	Jun 2025	**135,000**	150,000	200,000
Repayable within one year		**(1,276,250)**	(625,000)	(326,875)
Repayable by instalments in the second to tenth year		**632,500**	726,250	431,250

The Group's debts and other banking facilities are secured by fixed and floating charges on the Group's assets and Corporate guarantees given by the parent Company. All the loans have been contracted on fixed interest rates with the exception of one loan for a subsidiary. The interest rate for the fixed loan varies between **3.60%-3.75%** (2022: 4.00%-5.75% while 2021: 3.6%).

The Group also carries a secured bank loan from SBM Bank (Mauritius) Ltd which bears interest at the rate of 0.5% above PLR and is repayable in three instalments until full repayment on 30 June 2025. The interest rate on the floating loan varies between **7.40%-7.55%** (2022: 4.75%-7.15% and 2021: 4.75%-5.90%).

The Group's debts and other banking facilities are secured by floating charges on the Group's assets. The interest rate of loans varies between **3.60%-5.40%** (2022: 2.85%-3.60% and 2021: 2.55%-3.60%) and rate of interest applicable on bank overdraft varies between **6.70%-6.75%** (2022: 4.05%-6.90% and 2021: 4.05%-4.10%) during the year ended 31 December 2023.

At 31 December 2023, the Mauritius Commercial Bank's Prime Lending rate was **6.75%** (2022: 6.75% and 2021: 4.10%), the ABSA Prime Lending rate was **7.45%** (2022: 7.45% and 2021: 4.80%) and SBM Prime Lending rate was **7.05%** (2022: 6.90% and 2021: 4.25%). The borrowings have been contracted on fixed interest rate.

The fair value of current borrowings equals their carrying amount, as the impact of discounting is not significant. The fair values are based on cash flows discounted using a rate based on the borrowing rate of **5.31%** (2022: 4.00% and 2021: 4.00%) and are within level 2 of the fair value hierarchy.

20. Borrowings (Continued)

	Maturity Date	2023 MUR '000	2022 MUR '000	2021 MUR '000
Secured bonds				
MCB 5 years Bond	June 2024	**300,000**	300,000	300,000
MCB 7 years Bond	June 2026	**300,000**	300,000	300,000
SBM 5 years Bond	June 2024	**200,000**	200,000	200,000
SBM 7 years Bond	June 2026	**200,000**	200,000	200,000
MCB 3 years Bond	April 2023	**-**	250,000	250,000
MCB 5 years Bond	April 2025	**250,000**	250,000	250,000
MCB 8 years Bond	April 2028	**300,000**	300,000	300,000
MCB 10 years Bond	April 2030	**250,000**	250,000	250,000
ABC 5 years Bond	April 2025	**50,000**	50,000	50,000
ABC 10 years Bond	April 2030	**50,000**	50,000	50,000
		1,900,000	2,150,000	2,150,000

The bank bonds facilities are secured by floating charges on the Group's assets and have been contracted at fixed interest rate which range between **3.50%** and **5.15%**.

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	2023 MUR '000	2022 MUR '000	2021 MUR '000
Mauritian rupee	**3,840,197**	3,519,025	2,916,235

21. Deferred Tax Liabilities

The movement in deferred tax is as follows:

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
At 1 January		**253,771**	263,882	199,648
Statement of profit or loss	9(b)	**59,039**	(13,773)	21,034
Charge relating to components of other comprehensive income	9(d)	**(1,281)**	3,661	43,200
At 31 December		**311,529**	253,770	263,882

The movement in deferred tax assets and liabilities is as follows:

	At 1 January 2023	Credited to profit or loss	Credited to Other Compre-hensive Income	At 31 December 2023
	MUR '000	**MUR '000**	**MUR '000**	**MUR '000**
Deferred tax assets				
Provision for loss allowance on trade receivables	**(18,054)**	**6,227**	**–**	**(11,827)**
Allowance for tax losses	**(3,009)**	**(4,697)**	**–**	**(7,706)**
Deferred capital allowance	**–**	**–**	**–**	**–**
Provision for post-employment benefit obligations	**(3,132)**	**208**	**(1,590)**	**(4,514)**
Lease liabilities	**(13,377)**	**(1,280)**	**–**	**(14,657)**
	(37,572)	**458**	**(1,590)**	**(38,704)**
Deferred tax liabilities				
Accelerated capital allowances	**291,343**	**58,581**	**–**	**349,924**
Revaluation of property, plant and equipment	**–**	**–**	**309**	**309**
	291,343	**58,581**	**309**	**350,233**
Net deferred tax liabilities	**253,771**	**59,039**	**(1,281)**	**311,529**

The movement in deferred tax assets and liabilities is as follows:

	At 1 January 2022	Credited to profit or loss	Credited to Other Compre-hensive Income	At 31 December 2022
	MUR '000	MUR '000	MUR '000	MUR '000
Deferred tax assets				
Provision for loss allowance on trade receivables	(25,152)	7,098	–	(18,054)
Allowance for tax losses	(1,292)	(1,717)	–	(3,009)
Provision for post-employment benefit obligations	(8,944)	2,150	3,661	(3,133)
Lease liabilities	(10,277)	(3,100)	–	(13,377)
	(45,665)	4,431	3,661	(37,573)
Deferred tax liabilities				
Accelerated capital allowances	270,866	20,477	–	291,343
Revaluation of property, plant and equipment	38,681	(38,681)	–	–
	309,547	(18,204)	–	291,343
Net deferred tax liabilities	263,882	(13,773)	3,661	253,770

21. Deferred Tax Liabilities (Continued)

	At 1 January 2021	Credited to profit or loss	Credited to Other Compre-hensive Income	At 31 December 2021
	MUR '000	MUR '000	MUR '000	MUR '000
Deferred tax assets				
Provision for loss allowance on trade receivables	(22,990)	(2,162)	–	(25,152)
Allowance for tax losses	(5,124)	3,832	–	(1,292)
Provision for post-employment benefit obligations	(13,263)	(200)	4,519	(8,944)
Lease liabilities	(7,147)	(3,130)	–	(10,277)
	(48,524)	(1,660)	4,519	(45,665)
Deferred tax liabilities				
Accelerated capital allowances	248,096	22,770	–	270,866
Revaluation of property, plant and equipment	76	(76)	38,681	38,681
	248,172	22,694	38,681	309,547
Net deferred tax liabilities	199,648	21,034	43,200	263,882

22. Post-Employment Benefits Obligations

The table below outlines where the Group's post-employment amounts and activity are included in the financial statements.

	Notes	**2023**	2022	2021
		MUR '000	MUR '000	MUR '000
Statement of financial position				
Post-employment benefits obligation		**28,633**	20,153	52,609
Profit or loss charge included in operating profit				
Defined pension benefit	7	**12,811**	16,022	17,166
Re-measurements for:				
Defined pension benefit		**9,313**	(21,535)	(26,582)

The Group operates defined benefit pension plans. All of the plans are final salary pension plans, which provide benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
The amounts recognised in the statement of financial position are determined as follows:			
Present value of funded obligations	**164,940**	142,166	158,918
Fair value of plan assets	**(136,307)**	(123,741)	(106,309)
Deficit of funded plans	**28,633**	18,425	52,609
Net liability in the statement of financial position	**28,633**	18,425	52,609

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Represented under:			
Post benefit employment assets	**–**	(1,728)	–
Post benefit employment liabilities	**28,633**	20,153	52,609
Net liability in the statement of financial position	**28,633**	18,425	52,609

The defined benefit obligations and plan assets are composed as follows:

	2023	2022	2021
	MUR '000	MUR '000	MUR '000
Present value of obligations	**164,940**	142,166	158,918
Fair value of plan assets	**(136,307)**	(123,741)	(106,309)
Total	**28,633**	18,425	52,609

The movement in the net defined benefit obligation over the year is as follows:

	Present value of obligation	**Fair value of plan assets**	**Total**
	MUR '000	**MUR '000**	**MUR '000**
At 1 January 2023	**142,166**	**(123,741)**	**18,425**
Current service cost	**11,968**	**–**	**11,968**
Interest expense/(income)	**9,286**	**(8,443)**	**843**
	21,254	**(8,443)**	**12,811**
Remeasurements			
– Return on plan asset, excluding amount included in interest income	**–**	**445**	**445**
– Loss from change in financial assumptions	**7,871**	**–**	**7,871**
– Experience loss	**995**	**–**	**995**
	8,866	**445**	**9,311**
Exchange differences			
Contributions:			
– Employers	**–**	**(11,914)**	**(11,914)**
Payment from plans:			
– Benefit payments	**(7,346)**	**7,346**	**–**
	(7,346)	**(4,568)**	**(11,914)**
At 31 December 2023	**164,940**	**(136,307)**	**28,633**

Notes to the Consolidated Financial Statements (Continued)

22. Post-Employment Benefits Obligations (Continued)

	Present value of obligation	Fair value of plan assets	Total
	MUR '000	MUR '000	MUR '000
At 1 January 2022	158,918	(106,309)	52,609
Current service cost	14,221	–	14,221
Interest expense/(income)	7,304	(5,503)	1,801
	21,525	(5,503)	16,022
Remeasurements			
– Return on plan asset, excluding amount included in interest income	–	12,891	12,891
– Loss from change in financial assumptions	(39,996)	–	(39,996)
– Experience loss	5,570	–	5,570
	(34,426)	12,891	(21,535)
Exchange differences			
Contributions:			
– Employers	–	(28,671)	(28,671)
Payment from plans:			
– Benefit payments	(3,851)	3,851	–
	(3,851)	(24,820)	(28,671)
At 31 December 2022	142,166	(123,741)	18,425

The movement in the net defined benefit obligation over the year is as follows:

	Present value of obligation	Fair value of plan assets	Total
	MUR '000	MUR '000	MUR '000
At 1 January 2021	163,093	(85,072)	78,021
Current service cost	13,210	–	13,210
Interest expense/(income)	4,840	(2,817)	2,023
Past service cost and gains and losses on settlement	1,933	–	1,933
	19,983	(2,817)	17,166
Remeasurements			
– Return on plan asset, excluding amount included in interest income	–	(6,917)	(6,917)
– Loss from change in financial assumptions	(30,932)	–	(30,932)
– Experience loss	11,267	–	11,267
	(19,665)	(6,917)	(26,582)
Exchange differences			
Contributions:			
– Employers	–	(15,996)	(15,996)
Payment from plans:			
– Benefit payments	(5,468)	5,468	–
Transfer in	975	(975)	–
	(4,493)	(11,503)	(15,996)
At 31 December 2021	158,918	(106,309)	52,609

The Group contributes to a defined benefit pension plan which is administered by Island Life Assurance Co Ltd. As at 31 December 2023, the Group has recognised a net liability of **MUR10,332,000** (2022: a net asset of MUR1,620,000 and 2021: a net liability of MUR33,910,000).

The Group also participates in a defined contribution (DC) pension plan. Its contributions for DC employees are expensed to the income statement and amounted to **MUR15,056,000** for the year ending 31 December 2023 (2022: MUR14,496,000 and 2021: MUR15,585,000).

In addition, the Group has recognised in its statement of financial position as at 31 December 2023 a net defined benefit liability of **MUR18,391,000** (2022: MUR20,067,000 and 2021: MUR18,699,000) in respect of any additional retirement gratuities that are expected to be paid out of the Group's cash flow to its employees under the WRA 2019.

Risk exposure

The Group operates a final salary defined benefit pension plan for some of its employees. The plan exposes the Group to normal risks associated with defined benefit pension plans, such as investment, interest, longevity and salary risks.

Investment risk: The plan liability is calculated using a discount rate determined by reference to government bond yields; if the return on plan assets is below this rate, it will create a plan deficit and if it is higher, it will create a plan surplus.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this may be partially offset by an increase in the return on the plan's debt investments and a decrease in inflationary pressures on salary and pension increases.

Longevity risk: The plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary risk: The plan liability is calculated by reference to the future projected salaries of plan participants. As such, an increase in the salary of the plan participants above the assumed rate will increase the plan liability whereas a decrease below the assumed rate will decrease the liability.

The Group had a residual obligation imposed by WRA 2019 on top of its DC plan. It is also particularly exposed to investment under-performance of the DC plan. There has been no plan amendment, curtailment or settlement during the year, except for past service costs due to employee transfers to and from related entities within Currimjee Group and due to change in the retirement gratuity formula (from 15/22 to 15/26) for employees working 5-day weeks (assuming that the change in the retirement gratuity formula applies in respect of service as from 1 July 2023 only).

The significant actuarial assumptions for the Group were as follows:

	2023	2022	2021
Discount rate	**5.5%**	6.7%	4.8%
Inflation rate	**3.2%**	4.3%	2.8%
Salary growth rate	**3.5%**	5.3%	2.8%-3.8%
Average retirement age	**63**	63	63

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience in each territory. These assumptions translate into an average life expectancy in years for a pensioner retiring at age 63.

	2023	2022	2021
Assume Island Life Assurance annuity rates:			
- Male at Average Retirement Age	**10.6**	9.7	11.4
- Female at Average Retirement Age	**12.1**	11.0	13.1

22. Post-Employment Benefits Obligations (Continued)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

	Change in Assumption	Impact of defined benefit obligation		
		2023	2022	2021
	%	**MUR '000**	MUR '000	MUR '000
Increase in liability due to decrease in discount rate by	1	**42,649**	38,187	45,753
Decrease in liability due to increase in discount rate by	1	**30,246**	28,338	33,986

Future cash flows:

The funding policy is to pay contributions to an external legal entity at the rate recommended by the entity's actuaries and pay benefits out of the Group's cash flow as and when it is due.

	2023	2022	2021
Expected employer contribution for next year (MUR)	**12,631**	12,113	14,726
Weighted average duration of the defined benefit obligation:			
– Pension scheme	**19**	19	22
– Retirement gratuities / Residual retirement gratuities	**20**	21	21

The above sensitivity analysis has been carried out by recalculating the present value of obligation at the end of period after increasing or decreasing the discount rate while leaving all other assumptions unchanged. Any similar variation in the other assumption would have shown smaller variations in the benefit obligation.

Plan assets are comprised as follows:

	2023			2022			2021		
	Quoted MUR '000	**Unquoted MUR '000**	**Total MUR '000**	Quoted MUR '000	Unquoted MUR '000	Total MUR '000	Quoted MUR '000	Unquoted MUR '000	Total MUR '000
Local equities	**38,107**	**1,361**	**39,468**	33,375	1,236	34,611	34,019	3,189	37,208
Loan	**20,415**	**20,415**	**40,830**	10,089	18,542	28,631	7,442	22,325	29,767
Overseas bonds and equities	**35,385**	**–**	**35,385**	17,306	–	17,306	6,378	–	6,378
Others	**20,415**	**–**	**20,415**	43,065	–	43,065	32,956	–	32,956
	114,322	**21,776**	**136,098**	103,835	19,778	123,613	80,795	25,514	106,309

The above fair value of plan assets for the Group includes only for the defined benefit plan and excludes fair value of plan assets for retirement and residual gratuities (2023: **MUR209,000**; 2022: MUR128,000 and 2021: MUR Nil).

23. Asset Retirement Obligations

The provision is in respect of the dismantling and removal of equipment from leased cell sites at the end of lease periods agreed.

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
At 1 January		**64,492**	69,237	73,799
Additional provision during the year		**932**	890	2,757
Unwinding of asset retirement obligation	8	**1,924**	1,207	4,901
Change in assumptions		**7,049**	(6,492)	(12,026)
Disposal adjustments	29	**–**	(350)	(194)
At 31 December		**74,397**	64,492	69,237

The significant assumption used were as follows:

	2023	2022	2021
Inflation rate	**3.78%**	4.72%	3.88%
Bond Rate:			
5 years	**3.78%**	4.56%	2.90%
10 years	**4.28%**	5.85%	4.19%
15 years	**4.78%**	6.35%	4.40%
20 years	**5.28%**	6.85%	4.68%

Based on the simulations conducted as of 31 December, adjusting the assumptions applied in the computation of asset retirement obligation by 1% is not anticipated to result in any significant impact.

24. Trade and Other Payables

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
Trade payables		**425,894**	432,904	118,881
Accruals		**590,688**	382,121	315,439
VAT payables		**42,939**	6,799	40,914
Payables to related parties	28(v)	**137,589**	178,687	52,786
Payable to Parent	28(v)	**24,913**	15,323	–
Amount due to Metiss Consortium	18	**129,170**	59,484	68,870
Other payables		**206,203**	16,527	8,333
Deposit roaming and others		**41,248**	40,883	38,172
		1,598,644	1,132,728	643,395

Notes to the Consolidated Financial Statements (Continued)

25. Contract Liabilities

	2023 MUR '000	2022 MUR '000	2021 MUR '000
At 1 January	**205,953**	213,754	208,724
Additions	**4,277,217**	4,060,992	3,857,147
Released	**(4,277,160)**	(4,068,793)	(3,852,115)
Other Adjustment	**(4,869)**	–	–
Net movement on services	**(4,812)**	(7,801)	5,032
At 31 December	**201,141**	205,953	213,756

The Group have contract liabilities relating mainly to airtime sold to distributors for which revenue will be recognised once it is purchased and subscriptions fees received in advance from customers.

26. Dividends Paid

A total dividend of **MUR35.97** (2022: MUR35.03 and 2021: MUR34.00) per ordinary share aggregating to **MUR546,060,000** (2022: MUR531,805,000 and 2021: MUR568,380,000) was declared in the year ended 31 December 2021, 2022 and 2023 as follows:

	2023 MUR '000	2022 MUR '000	2021 MUR '000
At 1 January	**–**	37,059	78,470
Dividend proposed	**546,060**	531,805	568,380
Dividend paid	**(546,060)**	(568,864)	(609,791)
At 31 December	**–**	–	37,059

27. Net Debt Reconciliation

This section sets out an analysis of the net debt and the movements in net debt for each of the periods presented.

	2023 MUR '000	2022 MUR '000	2021 MUR '000
Cash and cash equivalents	**281,202**	772,290	128,472
Interest on bonds - repayable within one year	**(9,895)**	(11,815)	(11,815)
Bonds - repayable within one year	**(500,000)**	(250,000)	–
Bonds - repayable after more than one year	**(1,400,000)**	(1,900,000)	(2,150,000)
Interest on borrowings - repayable within one year	**(19,807)**	(5,775)	(1,041)
Borrowings - repayable within one year (including overdraft)	**(1,281,463)**	(630,413)	(329,454)
Borrowings - repayable after one year	**(632,500)**	(726,250)	(431,250)
Net debt	**(3,562,463)**	(2,751,963)	(2,795,088)
Cash and cash equivalents	**281,202**	772,290	128,472
Gross debt - fixed interest rates	**(3,603,452)**	(3,374,253)	(2,462,769)
Gross debt - variable interest rates	**(240,213)**	(150,000)	(460,791)
Net debt	**(3,562,463)**	(2,751,963)	(2,795,088)

28. Related Party Transactions

The Group is directly controlled by Currimjee Jeewanjee and Company Limited ("Currimjee Group"), which owns 75% - 1 share of the Emtel Limited shares and Indian Continent Investment Ltd at 25% + 1 share.

Emtel Limited owns 100% share in Emtel Technopolis Ltd, 100% in Emtel MFS Co Ltd and 90% of EMVision Ltd which owns 52.94% share in MC Vision Ltd.

The following transactions were carried out with related parties as at 31 December 2021, 2022 and 2023 :

			2023	2022	2021
		Notes	**MUR '000**	MUR '000	MUR '000
(i)	**Sales of services**				
	Immediate parent		**31,405**	35,969	7,800
	Fellow subsidiaries		**19,837**	2,029	129,774
	Other related parties		**9,316**	8,414	6,405
			60,558	46,412	143,979
(ii)	**Interest income**				
	Immediate parent		**–**	–	2,243
(iii)	**Purchases of goods and services**				
	Purchases of goods included in cost of operations and administrative expenses:				
	Other related parties		**13,907**	9,128	6,343
	Purchases of services included in cost of operations and administrative expenses:				
	Immediate parent		**13,934**	15,391	4,687
	Fellow subsidiaries		**39,384**	53,442	53,142
	Other related parties		**757,270**	727,585	753,047
			810,588	796,418	810,876
	Shareholders	6	**82,202**	77,768	75,088

	Notes	**2023** **MUR '000**	2022 MUR '000	2021 MUR '000
Payment for rentals:				
Parent		**3,260**	2,567	2,543
Fellow subsidiaries		**37,151**	5,422	1,641
Other related parties		**1,514**	1,347	1,558
		41,925	9,336	5,742

28. Related Party Transactions (Continued)

(iv) Key management compensation

Key management includes directors and the Chief Executive Officer. The compensation paid to key management for employee services is shown below:

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
Salaries and other short term benefits		**27,508**	24,336	26,274
Post-employment benefits		**2,347**	2,397	3,874
		29,855	26,733	30,148

(v) Year-end balances arising from sales/purchases of goods and services

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
Receivables from related parties:				
Immediate parent		**1,921**	7,552	652
Fellow subsidiaries		**5,521**	3,556	1,284
Other related parties		**2,616**	2,576	1,879
Total	16	**10,058**	13,684	3,815
Payables to related parties:				
Immediate parent		**24,913**	15,323	19,986
Fellow subsidiaries		**–**	10,026	2,076
Other related parties		**137,589**	168,661	30,724
Total	24	**162,502**	194,010	52,786

The amounts due to/from related parties are unsecured, interest free and repayable on demand. These amounts are not subject to any guarantee.

29. Cash Generated from Operations

	Notes	2023 MUR '000	2022 MUR '000	2021 MUR '000
Profit before income tax		**453,156**	625,674	484,012
Adjustments for:				
Depreciation	10	**758,957**	682,930	681,508
Depreciation of Right-of-use assets	11	**171,175**	154,363	152,392
Other PPE adjustments	10	**-**	-	1,622
Amortisation	12	**49,799**	51,205	47,576
Profit on disposal of property, plant and equipment	5 & 23	**(133,491)**	(113,255)	(7,303)
Loss on written off of property, plant and equipment and intangible assets		**28,245**	6,495	12,932
Property, Plant and Equipment write back		**(1,439)**	-	-
Inventory write back		**(17)**	-	-
Derecognition of lease liabilities		**(1,653)**	982	(1,743)
Increase in provision for loss allowance on trade receivables	16	**12,049**	8,161	26,957
Unwinding of asset retirement obligation	23	**1,924**	1,207	4,901
Interest income	8	**(4,251)**	(2,105)	(2,621)
Interest expense	8	**157,511**	127,563	116,442
Interest and finance charges for lease liabilities	8	**58,670**	42,977	39,139
Amortisation of bond issue transaction costs	8	**2,823**	3,224	3,475
Foreign exchange losses		**21,145**	16,518	11,659
Increase in provision for post-employment benefits expense		**12,809**	16,043	17,166
		1,587,412	1,621,982	1,588,114
Increase / (Decrease) in inventories		**26,905**	(30,691)	17,975
Increase / (Decrease) in trade and other receivables		**4,420**	(65,724)	(75,975)
Increase in trade and other payables		**266,577**	146,189	79,791
(Decrease) / Increase in contract liabilities		**(4,810)**	(7,801)	5,032
Increase in provisions		**2,848**	3,020	772
Cash generated from operations		**1,883,352**	1,666,975	1,615,709

30. Common Control

In February 2020, Emtel Limited acquired 90% shareholding of EMVision Ltd for a purchase consideration of MUR1.15 billion from its immediate parent company, Currimjee Jeewanjee and Company Limited. The acquisition represents a business combination under common control as EMVision Ltd was ultimately controlled by Currimjee Jeewanjee and Company Limited both before and after the acquisition, and that control is not transitory.

The consolidated financial statements of EMVision Ltd are included in the Group's consolidated financial statements as if the combination had occurred from the date when the ultimate controlling shareholder first obtained control. Therefore, the opening balances and the comparative figures of the consolidated financial statements are restated.

The following is a reconciliation of the effect arising from the acquisition of EMVision Ltd in February 2020 which is accounted for under common control combination on the Group financial statements.

	MUR '000
Assets	
Property, plant and equipment	**475,813**
Right-of-use assets	**21,118**
Intangible assets	**1,987**
Inventories	**16,500**
Trade and other receivables	**35,909**
Cash and cash equivalents	**177,315**
	728,642
Liabilities	
Deferred tax liabilities	**40,760**
Post-employment benefits obligations	**8,158**
Borrowings	**79,656**
Lease liabilities	**19,963**
Trade and other payables	**223,851**
Contract liabilities	**93,520**
Current income tax liabilities	**12,272**
	478,180
Fair value of net assets acquired	**250,462**
Consideration paid in cash	**1,150,000**
Non-controlling interest	**131,230**
	1,281,230
Common control reserves	**1,030,768**

31. Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not yet incurred amounted to approximately **MUR291,000,000** (2022: MUR164,000,000 and 2021: MUR177,000,000).

32. Immediate and Ultimate Parents

The directors consider Currimjee Jeewanjee and Company Limited as the Group's immediate parent and Currimjee Limited as the Group's ultimate parent. These companies are incorporated in Mauritius. The registered address of the Group's ultimate parent, Currimjee Limited, is at 38, Royal Street, Port Louis.

33. Guarantees

Bank guarantees

There were contingent liabilities in respect of the Group's bank guarantees amounting to **MUR51,276,100** (2022: MUR54,004,900 and 2021: MUR78,694,500) in the ordinary course of business from which it is anticipated that no material liability will arise. As at 31 December 2021, 2022 and 2023, there were no bank Guarantees issued by the subsidiaries.

34. Contingent Assets and Liabilities

Emtel v/s ICTA, Mauritius Telecom (MT), Cellplus Mobile Communications and Ministry of Telecommunications

In June 2000, Emtel entered a claim for damages in excess of MUR1 billion (plus interest and costs) against four parties: (1) the Mauritius Telecommunications Authority (now the ICTA, the Regulator); (2) the Ministry of Telecommunications (the Ministry); (3) Mauritius Telecom; and (4) Cellplus. Emtel's claim for damages arose by reason of the anti-competitive behaviour of Mauritius Telecom and Cellplus and the tolerance of that anti-competitive behaviour by the Regulator. In August 2017, after a six-week trial, the Supreme Court of Mauritius awarded MUR554 million in damages to Emtel together with interest at the legal rate from June 2016 and costs. The Ministry was held not liable to Emtel. The Regulator, Mauritius Telecom and Cellplus (collectively the Three Respondents) appealed the judgment of the Supreme Court. In November 2021, after lengthy appellate hearings, the Court of Civil Appeal allowed the Three Respondents' appeals on points of liability and reversed the 2017 judgment of the Supreme Court. In December 2022, Emtel was granted permission to appeal the 2021 judgment of the Court of Civil Appeal to the Judicial Committee of the Privy Council. The Privy Council hearings took place on 16 and 17 January 2024. On 22 April 2024, the Privy Council delivered a judgment in favour of Emtel, allowing its appeals against the Three Respondents. The Privy Council held that the Regulator, Mauritius Telecom and Cellplus are liable to Emtel. However, in January 2023, the Three Respondents had requested that in the event that Emtel was successful before the Privy Council, grounds of appeal not considered by the Court of Civil Appeal be remitted to the Court of Civil Appeal. In April 2023, the Privy Council acceded to the remittal request of the Operators and the Regulator. Unless Emtel's claim is settled earlier, the untreated 2021 grounds of appeal of the Regulator, Mauritius Telecom and Cellplus will be remitted back to the Court of Civil Appeal for consideration.

Emtel v/s Data Communications Ltd (DCL)

Emtel has sued DCL for unpaid services supplied by Emtel. In the course of the case, DCL has counter claimed the sum of Euros 1.5 million from Emtel for allegedly failing to supply an uninterrupted data service in respect of an International Private Line leased from Emtel. The case is not yet in shape for trial as DCL was subject to both an insolvency process and a receivership. In February 2021, the Court was informed that DCL is no more in receivership. An extension of time was requested to obtain the permission of the Court to proceed against DCL which is in liquidation. The matter is therefore still at pleadings stage. At this point the Board of Directors does not believe that Emtel will be required by the Court to settle the amount claimed by DCL.

35. Events After The Reporting Period

The following events after reporting period are as follows:

(a) The Company had a disagreement with the Mauritius Revenue Authority ("**MRA**") as regards whether the concessionary tax rate of 15% continued to apply to the Company in the years 2005 and 2006 (instead of 25% and 22.5% respectively as was then applicable), the Company paid the total amount claimed by the MRA of MUR80.4 million (tax assessment of MUR47.8 million plus penalties and interest of MUR32.6 million). After objecting to the MRA's assessments, the Company then lodged representations before the ARC. In November 2013, the ARC dismissed Emtel's representations. The Company appealed to the Supreme Court against the ARC's determination. On 20th January 2023, the Supreme Court delivered a judgement dismissing Emtel's application for judicial review. On 7th and 8th February 2023, the Company lodged an application for permission to appeal that judgement to the Judicial Committee of the Privy Council. The Case was fixed by the Court for MERITS to the 6th November 2023, however, the Case has been postponed for 27 May 2024.

(b) In April 2024, EMVISION LTD signed a share purchase agreement for the sale of some of its shares in MC VISION LTD, which would have the effect of reducing its shareholding in MC VISION LTD to 25%. The completion of the transaction, including the transfer of shares, is subject to the fulfilment of certain condition precedents, and shall occur by end of December 2024.

(c) On 23 April 2024, the Board has approved a resolution to split the existing number of authorised ordinary shares from 20,000,000 to 600,000,000 and the issued ordinary shares from 15,180,000 to 455,400,000 respectively.

Besides those events mentioned above, there are no other material events after the reporting period which should require disclosure or adjustments to the financial statements for the year ended 31 December 2023.

36. Registered Office and Principal Place of Business

The Group registered office is 38, Royal Street, Port Louis and its principal place of business is EmtelWorld, 10, Ebène CyberCity, Ebène.

37. Incorporation

The Subsidiaries within Emtel Group are incorporated as a private company with limited liability and is domiciled in the Republic of Mauritius.

Report on the Projected Financial Information

To the Directors of Emtel Limited

Report on the Projected Financial Information

We have undertaken a reasonable assurance engagement on the compilation of the accompanying forecasts of Emtel Limited and its subsidiaries (the "Group") for the years ending 31 December 2024, 31 December 2025 and 31 December 2026 comprising the forecast condensed statement of profit or loss and condensed statement of cash flows ("the Projected Financial Information") set out in Section 13 of the Prospectus of the Group to be dated on or about 29 May 2024.

Directors' responsibility for the Projected Financial Information

The directors are responsible for the preparation and presentation of the Projected Financial Information including the assumptions and accounting policies set out in Section 13 of the Prospectus on which they are based. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Projected Financial Information that are based on the accompanying assumptions.

Our Independence and Quality Management

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (the "IESBA Code"). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

The firm applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, which requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountant's responsibility

We conducted our reasonable assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other Than Audits Or Reviews Of Historical Financial Information ('ISAE 3000'), issued by the International Auditing and Assurance Standards Board. That standard requires that we plan and perform our procedures to obtain reasonable assurance about whether management has properly compiled, in all material respects, the Projected Financial Information on the basis of the assumptions and accounting policies set out in Section 13 of the Prospectus.

This reasonable assurance engagement, performed in accordance with ISAE 3000, involved performing procedures to obtain evidence that the Projected Financial Information were properly compiled by management on the basis of the assumptions set out in Section 13 of the Prospectus and that the basis of accounting used is consistent with the accounting policies of the Group. The nature, timing and extent of procedures selected in an ISAE 3000 engagement depend on the reporting accountant's judgement, including the assessment of the risks of improper compilation, whether due to fraud or error, of the Projected Financial Information. In making those risk assessments, we considered internal control relevant to the Group's preparation of the Projected Financial Information. Our procedures included evaluating whether the accounting policies applied in the preparation of the Projected Financial Information were consistent with the accounting policies used by management in the preparation of the Group's previous financial statements and whether the Projected Financial Information had been properly compiled on the basis of those accounting policies and management's assumptions. We also considered the overall presentation of the Projected Financial Information, including the disclosure of the assumptions on which it is based.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Inherent limitations

The Projected Financial Information has been prepared for the purpose of "Proposed Transaction". Because of the inherent uncertainties involved in forecasting the performance of the Group, the projection has been prepared using a set of assumptions that include hypothetical assumptions about future events and management's actions that cannot be confirmed and verified in the same way as past results and that are not necessarily expected to occur. Consequently, we express no opinion on the validity of the assumptions on which the projection is based or on how closely the results actually achieved will compare with the projection.

Even if the events anticipated under the hypothetical assumptions described above occur, actual results are still likely to be different from the projection since other anticipated events frequently do not occur as expected and the variation may be material. Further, we emphasise that the projected financial statements are not intended to, and do not, provide all the information and disclosures necessary to give a fair presentation in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Opinion

In our opinion the Projected Financial Information have been properly compiled on the basis of the assumptions set out in Section 13 of the Prospectus and the basis of accounting used is consistent with the accounting policies of the Group.

Intended users and purpose

This Projected Financial Information has been prepared for the Directors for the purpose of the "Proposed Transaction" and may therefore not be appropriate for another purpose and should not be distributed to any other parties.

PricewaterhouseCoopers

PricewaterhouseCoopers

02 May 2024

Sharvin Ballah

Sharvin Ballah, licensed by FRC

Projected Financial Information

Key Forecast Assumptions

1.1. Basis of preparation and accounting policies

The consolidated condensed projected financial statements of the Group for the years ending 31 December 2024, 2025 and 2026 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS Accounting Standards**") and interpretations issued by the IFRS Interpretations Committee ("**IFRIC**") consistent with the summary of material accounting policy information described in the reporting accountants report in Section 13 of this prospectus.

1.2. Disposal of stake in MC Vision Ltd ("MCV")

The disposal of the stake in MCV is as a result of the changing environment in the Pay TV industry. Emtel's strategy going forward is to focus on technology with more emphasis on data services (mobile data, high speed home internet and enterprise services), enterprise business solutions, FinTech and Space Economy. The collaboration with MCV shall continue and will consist of proposing content along with Emtel's home internet products, shared services for customer interventions, technical services and sharing of showrooms amongst others.

The disposal of the controlling stake in MCV has been taken into consideration in the financial projection following the share purchase agreement signed with the buyer. The transaction is expected to be completed by end of December 2024 after the necessary regulatory approvals. The deconsolidation of MCV has been projected in FY2024 and estimated profit on disposal of the subsidiary of MUR 1.45billion has been recorded in the consolidated condensed projected statement of profit and loss in FY2024. The cash proceeds from the disposal amount to MUR1.35 billion, payable in two (2) tranches in FY2024 and FY2025 respectively. The disposal proceeds shall generate extra cashflows which shall enable the Company towards funding its investment activities and also reduce its total debts in FY2024 and FY2025.

1.3. Strong Revenue Growth

Top-line revenue growth will be driven by a sustained increase in data consumption across Emtel's mobile and home broadband offering, as Emtel realises the benefits of its large-scale investment in rolling out ultra-fast 5G network coverage across Mauritius.

Emtel's Enterprise Business segment is also poised to gain further market share, through leveraging its high-speed internet coverage, fibre connectivity, data centre, submarine cable capacity and continuously introducing new services to supplement existing enterprise services.

Blink, is strategically positioned to drive further revenue growth by capitalising on the increasing adoption of mobile money and the introduction of enhanced functionalities within the Blink app.

Emtel Technopolis was established in 2021 with the contract with Eutelsat OneWeb commencing in August 2023, the full effects of this business's contribution to revenue are therefore not seen in 2023 revenue but the full revenue will be recognised from 2024 onwards.

Emtel's other revenue streams include a variety of established sources, including voice revenue, SMS revenue, and device revenue. These traditional lines of income have demonstrated consistency over the review period. However, their relative contribution has gradually decreased as Emtel shifts its focus towards innovation and capitalising on evolving consumer behaviour.

1.4. Increased Profitability and EBITDA Margin expansion

Emtel is expected to increase profitability through continued growth of higher-margin data services, facilitated by increased deployment of their 5G network coverage across both home and mobile service segments, alongside the strategic expansion into the enterprise sector.

The EBITDA margin grows in the projections due to:

i. the disposal of stake in MCV which was operating at a lower EBITDA margin;
ii. operating expenses are expected to increase year on year principally in line with inflation rate;
iii. efficiency in sales and marketing expenses due the adoption of more online sales and digital marketing and online services.

Further margin expansion is expected as Emtel's emerging businesses, MFS and Technopolis, are rapidly attaining scalability. Top-line revenue growth is focused on margin accretive business, this is evident from the EBITDA margin expansion from 2023 EBITDA margin of 36% to 53% at the end of the forecast period.

1.5. Growth Driven by Significant Investment in Capex

The projected capital expenditure to sales ratio during the forecast period is expected to fluctuate between 20-25% as Emtel continue to fund their 5G roll-out and establish Emtel MFS and Emtel Technopolis.

The increase in maintenance capital expenditure during FY2023 and 2024 is attributed to the modernization and replacement of outdated equipment supporting 2G/3G and 4G network infrastructure and replacement of the billing and customer relationship management systems.

Prior to the historical period (FY2016 – FY2020), Emtel's capex-to-sales was 15-20%. The historical and forecast period under review reflect a high capital cycle where funds were deployed to modernise the network, replace the billing and CRM platforms, deploy 5G infrastructure, spread fibre connectivity around the island, investment in submarine cable systems amongst others.

Beyond 2026, it is anticipated to taper towards a long-term ratio of approximately 11-12% once the 5G roll-out is complete and once Emtel MFS is fully established, accordingly the capex spend is primarily allocated to maintenance of existing infrastructure.

1.6. Attractive Dividend Prospects

The growth in EBITDA and the reduction in capital expenditure results into higher free cash flow to equity and therefore strategically position the business to maintain a high dividend payout.

Summary of condensed projected financial information

Condensed projected statements of profit and loss for the years ended 31 December 2024, 2025 and 2026

	FY 2024	FY 2025	FY 2026
	MUR '000	MUR '000	MUR '000
Continuing operations			
Revenue	**3,816,532**	**4,187,013**	**4,536,485**
Direct costs	(425,001)	(441,861)	(463,868)
Operating costs and expenses	(1,667,623)	(1,700,350)	(1,777,939)
Other income	69,983	78,954	87,874
EBITDA	**1,793,891**	**2,123,756**	**2,382,552**
Depreciation and amortisation	(874,918)	(933,045)	(951,576)
Other gains and losses	152,550	–	–
Solidarity levy on revenue	(39,670)	(41,510)	(44,579)
Operating profit	**1,031,853**	**1,149,201**	**1,386,397**
Finance costs	(281,199)	(281,828)	(273,681)
Profit before tax	**750,654**	**867,373**	**1,112,716**
Tax expense	(220,776)	(223,932)	(272,593)
Profit for the year	**529,878**	**643,441**	**840,123**
Discontinuing operations			
Profit/(loss) from discontinuing operations for the year	(51,121)	–	–
Gain on sale of investment in subsidiaries	1,454,072	–	–
Total profit for the year from operations	**1,932,829**	**643,441**	**840,123**

Condensed projected statements of cash flows for the years ended 31 December 2024, 2025 and 2026

	FY 2024	FY 2025	FY 2026
	MUR '000	MUR '000	MUR '000
Net cash generated from operating activities	1,173,191	1,442,547	1,683,133
Net cash from investing activities	(1,026,432)	(311,234)	(851,639)
Net cash used in financing activities	525,313	(449,375)	(190,625)
Free cash flow to equity	**672,072**	**681,938**	**640,869**
Dividends payments	(700,000)	(700,000)	(800,000)
Net movements in cash	(27,928)	(18,062)	(159,131)
Opening cash balance	275,989	248,061	229,999
Closing cash balance	**248,061**	**229,999**	**70,868**

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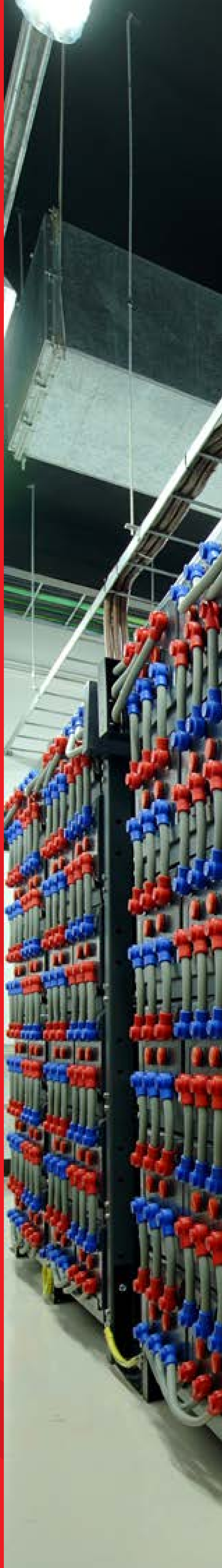
Other General Information



Other General Information

14.1. Expenses of the Offer

The estimated expenses related to the Offer are set out in the table below:

Table 19: Expenses of the Offer

Description	Amount (MUR)
Total fees to advisors appointed	Between 50,000,000 to 60,000,000
SEM Fees	200,000
FSC Fees	100,000
Total	**Between 50,300,000 to 60,300,000**

Notes:

a) *The above expenses are exclusive of VAT.*

b) *Estimated to the nearest MUR1,000,000.*

The expenses relating to the Offer and Listing shall be borne by the Issuer.

14.2. Registration of the Prospectus

The Prospectus has been registered on 20 May 2024 with the Financial Services Commission and approved on 21 May 2024 by the LEC.

14.3. Validity of the Prospectus

Offer Shares shall not be offered for sale under the Prospectus more than 6 months after the date the Prospectus is granted effective registration.

14.4. Material Contracts

No material contracts have been entered into by Emtel or its subsidiaries outside the ordinary course of business within the two (2) years immediately preceding the issue date of this Prospectus.

14.5. Documents Available for Inspection

The following documents, copies or summaries thereof, will be available for inspection at the Company's registered office during normal office hours for the duration of the Offer Period:

14.5.1. The Constitution of Emtel Limited;

14.5.2. These Listing Particulars;

14.5.3. The Report on the Assurance Engagement on the compilation of Historical Financial Information and Report on the Projected Financial Information;

14.5.4. The Audited Consolidated and Standalone Financial Statements of Emtel Limited and its subsidiaries for the years ended 31 December 2023 (also available on Emtel's website); and

14.5.5. The Audited Standalone Financial Statements of Emtel Limited for the years ended 31 December 2021 and 2022 (also available on Emtel's website).

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Appendix

Appendix

15.1. Licensed Investment Dealers

Sponsoring Broker	MCB Capital Markets	**M.C.B Stockbrokers Limited** Sir William Newton Street Port Louis, 11328 Mauritius Tel: 207 6868 / 202 5850 Email: sales.sb@mcbcm.mu
Other Licensed Investment Dealers	AXYS	**AXYS Stockbroking Ltd** 7th Floor, Dias Pier Building Le Caudan Waterfront Caudan Port Louis Tel: 402 0280
	cmb Capital Markets Brokers	**Capital Market Brokers Ltd** Suite 1004, Ground Floor Alexander House, 35 Cybercity Ebène Mauritius Tel: 402 0280
	DMH ASSOCIATES	**DMH Stockbroking Ltd** Place Du Moulin Port Louis Waterfront, Port Louis, 11037 Mauritius Tel: 212 3535
	LCF SECURITIES	**LCF Securities Ltd** Suite 108, 1st Floor Moka Business Centre Mont Ory Road Moka Mauritius Tel: 406 9626
	SBM	**SBM Capital Markets Ltd** Level 3 Lot15A3, Hyvec Business Park, Wall Street, Ebène, Cybercity, 72201 Mauritius Tel: 202 1437 / 202 1438 / 202 1551
	SWAN	**Swan Securities Ltd** 3rd Floor, Swan Group Centre 10 Intendance Street, Port Louis Mauritius Tel: 208 7010

15.2. List of Tables

15.3. List of Figures

15.4. Specific Appendices

15.5. Emtel Standalone Audited Financial Statements

The Standalone Audited Annual Financial Statements of Emtel Limited for the years ended 31 December 2021, 2022, and 2023 are available on the Company's website.

Appendix 1

FOR OFFICE USE

Application Number	
Accepted / Rejected	

Application Form (the "**Application Form**") in relation to
an offer for sale of Ordinary Shares of Emtel Limited

Please use BLOCK LETTERS to complete this Application Form

SECTION 1A – Investor Details (Individual)

	PRIMARY INVESTOR	JOINT INVESTOR
Title:		
Surname:		
First name(s):		
Maiden name:		
Marital status:		
Date of birth:		
Birth certificate no.:		
NIC:		
Nationality:		
Place of birth:		
Country of birth:		
Passport number:		
Passport expiry date:		
Passport country:		
Permanent residential address:		
Mailing address:		
(if different)		
Telephone (home)		
(office)		
(mobile)		
Email address***:		
Occupation:		
Employer's name:		
Employer's address:		

*** Please note that Email Address is mandatory given that this will be used for all future correspondences with respect to the Offer Shares

Appendix 1 (Continued)

SECTION 1B – Investor Details (Non-Individual)

Name of entity:	
Type:	
BRN:	
Company No:	
TAN:	
Registered office:	
Mailing address: (if different)	
Email address***:	
Contact person:	
Telephone number:	

SECTION 2 – Source Of Funds (Please select/tick the appropriate box(es))

PRIMARY INVESTOR	JOINT INVESTOR
☐ Savings from salary or bonus payment	☐ Savings from salary or bonus payment
☐ Sale of assets, property or shares of a company	☐ Sale of assets, property or shares of a company
☐ Inheritance	☐ Inheritance
☐ Company profits or dividends	☐ Company profits or dividends
☐ Maturity or surrender of life policy	☐ Maturity or surrender of life policy
☐ Gifts	☐ Gifts
☐ National lotteries	☐ National lotteries
☐ Loan	☐ Loan
☐ Trade/business	☐ Trade/business
☐ Other Please specify:	☐ Other Please specify:

*** Please note that Email Address is mandatory given that this will be used for all future correspondences with respect to the Offer Shares

SECTION 3 – Investment Details

Instrument Type: Ordinary Shares of Emtel Ltd

Number of Ordinary Shares Applied for (minimum 1,000)	**A**	
Price per Ordinary Share	**B**	MUR23.00
Amount applied for	**N** = A x B	**MUR**
Transaction costs (Note 1)	**TC** = 1.25% x N	**MUR**
Settlement Amount	**S** = N+TC	**MUR**

Note 1: Depending on your investment amount and actual allotment, a lower transaction fee percentage may be applicable, in which case the Sponsoring Broker or your usual Investment Dealer or your custodian will refund any excess monies paid within three (3) Business Days of the First Trading Day.

Settlement Mode: Bank Transfer (Please complete Bank Transfer Instruction Form)

Account Holder:	
Settlement Date:	26 June 2024
CDS Account Number: (You may leave blank if you do not have one – See Section 7.8):	

If you specify a CDS account number, a copy of the upper part of the "CDS Statement" should be attached to this Application Form. Failing to do so or providing a document which does not correspond to the applicant(s) details will result in the opening of a new CDS account in the applicant(s)' name by the Sponsoring Broker.

SECTION 4 – Application Instructions

4.1. For the purposes of this Application Form and its Annex, the term "Relevant Functionary" shall include:

a) M.C.B Stockbrokers Limited;

b) MCB Registry and Securities Ltd;

c) agents formally appointed by M.C.B Stockbrokers Limited; and

d) officers and employees of any of the above.

4.2. Failure to adhere to these application instructions may result in your application not being processed.

4.3. Only persons aged at least 18 years may apply for the investments herein. Subject to the Offering Document (as defined below), a parent or guardian of a minor may however apply on behalf of the minor upon presentation of such supporting documents as may be requested by the Relevant Functionary.

4.4. As part of the Issuer's AML/CFT procedures and in line with: (i) the Financial Intelligence and Anti-Money Laundering Act, 2022 ("**FIAMLA**"), (ii) the Financial Intelligence and Anti-Money Laundering Regulations, 2018, and (iii) the Anti-Money Laundering and Countering the Financing of Terrorism Handbook issued by the FSC, Prospective Investors must submit the relevant 'Know Your Client' documents as set out in Annex 1 together with their Application Forms.

4.5. Prospective Investors that do not fall within any of the categories listed in Annex 1 are requested to contact the Sponsoring Broker or their usual Investment Dealer to obtain the list of 'Know Your Client' documents applicable to them.

4.6. Prospective Investors may call at the office of the Sponsoring Broker or their usual Investment Dealer with the relevant **original** documents and the Sponsoring Broker / Investment Dealer will cause copies of the documents to be certified.

4.7. Alternatively, the relevant documents can be certified as true copies by any one of the following persons: a law practitioner, an actuary, a professional accountant, a commissioner of oath, a director or secretary of an organisation regulated by the Bank of Mauritius or the Financial Services Commission or a serving police officer not below the rank of assistant superintendent, with their designation or registration to a professional institution and contact details clearly stated on the certified document.

4.8. Your Application Form may not be processed if you do not submit at the same time the applicable 'Know Your Client' documents. The Sponsoring Broker or your usual Investment Dealer reserves the right to request any additional documents and/or information (other than those mentioned in Annex 1) that it may determine necessary as part of its AML/CFT procedures depending on the risk category of the Prospective Investors.

4.9. Your Application Form together with the applicable 'Know Your Client' documents (as provided in Annex 1) must reach the Sponsoring Broker, **M.C.B Stockbrokers Limited**, Sir William Newton Street, Port Louis, Mauritius or your usual Investment Dealer by **21 June 2024 by 2:30 p.m. latest**. Applicants must also complete the Bank Transfer Instruction Form appended to this Application Form.

SECTION 5 – General Terms And Conditions

5.1. The Investor confirms having read and understood the terms and conditions pursuant to which the Offer Shares are being offered as set out in the Prospectus (also deemed to be the Listing Particulars) dated 29 May 2024 (the "**Offering Document**").

5.2. Capitalised terms used herein and not otherwise defined shall have the same meaning as ascribed to them in the Offering Document.

5.3. In the event of any conflict between the contents of this Application Form and the Offering Document, the Offering Document shall prevail.

5.4. Words denoting singular number shall include the plural number also and vice versa and words importing the masculine gender include the feminine gender and vice versa.

5.5. The Investor confirms that he has such knowledge, expertise and experience in financial investment and business matters that he is capable of evaluating the risks of its acquisition of the Offer Shares, especially the risks expressly specified in Section 10 – 'Risk Factors' of the Offering Document.

5.6. If you are in any doubt before making any decision to subscribe to the Offer Shares, you are strongly advised to take appropriate advice from a suitably qualified professional or financial advisor.

SECTION 6 – Data Collection And Protection

6.1. The Investor acknowledges, understands and agrees that each of the Relevant Functionary (each a "**Data Controller**") shall, in the performance of its obligations as described in the Offering Document, collect and, where necessary or required, process, personal information which the Investor hereby voluntarily discloses to it only for the purposes of subscribing to the Offer Shares (the "**Personal Data**"). The Data Controller undertakes to treat the Personal Data confidentially and securely in line with the applicable data protection laws.

6.2. The Investor acknowledges that he/she has the right to request a list of the names and addresses of any potential recipients of the Personal Data and to review and correct the Personal Data by contacting the Data Controller.

6.3. The Data Controller will only retain the Personal Data as long as necessary to fulfil the purposes it has been collected for, including for the purposes of satisfying any legal, accounting or reporting requirements. To determine the appropriate retention period for the Personal Data, the Data Controller will consider the amount, nature and sensitivity of the Personal Data, the purposes for which the Personal Data is being processed and whether such purposes may be achieved through other means, and the applicable legal requirements.

6.4. There may be circumstances where the Data Controller will not be able to comply with a request, typically in relation to a request to erase Personal Data or an objection or restriction to the processing of its Personal Data where the Data Controller needs to keep the Personal Data to comply with its legal obligations or where the Data Controller needs to use such information to establish, exercise or defend a legal claim.

6.5. Save as otherwise herein provided, the Data Controller undertakes not to reveal or otherwise disclose the Personal Data to any external body (other than the Issuer and the Corporate Finance Advisor), unless (i) it has obtained the express consent of the Investor, or (ii) it is under either a legal obligation or any other duty to do so, or (iii) the Personal Data is disclosed to any agent, third-party service provider, professional advisor or any other person under a duty of confidentiality to the Data Controller. The Investor expressly acknowledges and agrees that the foregoing disclosures may require that the Personal Data be transferred to parties located in countries which do not offer the same level of data protection as the Investor's home country.

6.6. The following paragraph shall apply to non-individual applicants only:

Where Personal Data relating to the officers, employees and directors of the Investor is, or is required to be, collected by the Data Controller, the Investor expressly agrees and procures to do all such things that may be required by the Data Controller to ensure that its officers, employees and directors are made aware of the data protection provisions herein and that such officers, employees and directors give their consent with regards to the collection, processing and transfer of such Personal Data by the Data Controller in accordance with this section.

SECTION 7 – Declarations

7.1. The Prospective Investor agrees to purchase the abovementioned Offer Shares and agrees to accept the same or lesser number of Offer Shares that may be allocated to him upon the terms and conditions of the Offering Document and this Application Form.

7.2. In accordance with anti-money laundering requirements, the Prospective Investor hereby consents that the Relevant Functionary may record, exchange, analyse and use relevant information about the Prospective Investor and its relationships with any affiliate in its group for the purposes of making reasonable and legal verifications on the information disclosed herein. The Prospective Investor further certifies that the monies being invested are not derived from any illegal or criminal activity and that the investments herein are not designed to conceal such proceeds so as to avoid prosecution for any offence.

7.3. The Prospective Investor represents and warrants that he has the necessary authority and power to purchase and hold the Offer Shares in accordance with this Application Form and the Offering Document, and in the case of a non-individual Investor, has taken all necessary corporate action to approve such purchase and to authorise the person(s) signing this Application Form to bind it in accordance with the terms hereof.

7.4. The Prospective Investor hereby acknowledges having read, understood and agreed to the terms and conditions contained in this Application Form, the Offering Document and the FIAMLA, and invests in the Offer Shares in accordance with the same. The Prospective Investor acknowledges that the Relevant Functionary may request further information in order to comply with their respective obligations under FIAMLA and the Issuer undertakes to promptly provide them with the required information.

7.5. The Prospective Investor declares that all the information supplied in this Application Form and all relevant and requested documents are true, correct and complete and undertakes to indemnify the Relevant Functionary in the event of any misstatement in this form. The Prospective Investor further undertakes to promptly notify the Relevant Functionary, in a form acceptable to it, of any change in the same. The Prospective Investor irrevocably and unconditionally authorises the Relevant Functionary to update its existing records accordingly.

7.6. The Prospective Investor hereby accepts to receive any allotment letter and/or such other related documents relating to the Offer Shares by email.

7.7. The Prospective Investor understands and agrees that any dividend payments and/or sale proceeds shall be credited by electronic transfer to his/her bank account associated with his CDS account. The Prospective Investor further understands and agrees to provide his/her bank details to his investment dealer to update his CDS account where his/her CDS account does not contain any banking details. No cheques will be issued. If the dividend payments and/or sale proceeds disposal mode on the Prospective Investor's CDS account is "By cheque" at the time dividend payments and/or sale proceeds are being paid or where an invalid bank account has been provided, the investor's share of the dividend payments and/or sale proceeds will be held with the Registrar and Transfer Agent or the Investment Dealer. The Prospective Investor should therefore ensure that it provides a valid bank account to which the dividend payments and/or sale proceeds can be credited to his/her Investment Dealer so as to allow the Registrar and Transfer Agent or Investment Dealer to effect the withheld amounts. No interest will be payable on such monies held with the Registrar and Transfer Agent or the Investment Dealer.

7.8. The Prospective Investor understands that if a CDS account number is not specified in section 3 above or if the corresponding CDS statement is not attached to this application, by signing this Application Form, the Prospective Investor is expressly authorising the Relevant Functionary to open a CDS account as per the information set out in section 1 above. The Prospective Investor undertakes to provide any other information and documentation as may be requested by the Relevant Functionary in that respect.

7.9. The Prospective Investor agrees that in the event subscriptions received are not processed (as disclosed in the Offering Document), all monies already paid by him will be returned without interest in accordance with the Offering Document. Refunds will be made within three (3) Business Days after the First Trading Day by bank transfer to the account specified in this Application Form.

7.10. The Prospective Investor acknowledges and agrees that prior to the Listing Date, all notices to be sent by the Issuer and the Registrar and Transfer Agent to holders of the Offer Shares will be sent to the email address provided in this Application Form. However, as from the Listing Date, all correspondences from the Issuer, the investment dealer and the Registrar and Transfer Agent will be sent to the email address recorded on the applicant's CDS account (which may be different from the email address provided in this Application Form). It is the responsibility of the Investor to ensure that the correct email address is recorded on their CDS account and to instruct its investment dealer if there are any amendments to be made.

SECTION 8 – Tax Residency and Self-Certification

The Mauritian government has agreed and will be agreeing a number of inter-governmental agreements to share tax information, where applicable, with tax authorities in foreign jurisdictions further to, inter alia, the Foreign Account Tax Compliance Act (FATCA), the Standard for Automatic Exchange of Information – Common Reporting Standard (CRS) and/or such other authorities as may be applicable from time to time. We are required by law to collect certain information about each Prospective Investor's tax arrangement. We are asking for your tax residency and tax reference numbers (where applicable) to update our records now but will only disclose this information to the relevant tax authorities if and when we are required to do so by law. This section should not be completed if you are a non-individual, nominee or other intermediary. You may instead be required to complete and provide the appropriate self-certification form.

If you have any questions on how to complete this section, we recommend that you speak to your tax or legal advisor.

8.1. Are you resident for tax purposes in any country other than Mauritius?

Primary Investor	☐ YES	Joint Investor	☐ YES
	☐ NO		☐ NO

8.2. If you answered yes to the above question, please list the country or countries in which you are resident for tax purposes, together with any Tax Reference Number(s)/Tax Identification Number(s) ("TIN"), if relevant

Country of Tax Residency	Tax Reference Number	Primary Holder	Joint Holder
		☐	☐
		☐	☐
		☐	☐
		☐	☐
		☐	☐

Note: If you are a US citizen or hold a US passport or green card, you will also be considered tax resident in the United States of America even if you live outside the United States of America.

	PRIMARY INVESTOR	JOINT INVESTOR
Signature:		
Name:		
Capacity:		
Date:		

Please make sure that the following documents are attached to your application:

1. 'Know Your Client' documents as per Annex 1
2. If CDS account number is provided, copy of CDS Statement (clearly showing the name and CDS account number)
3. Bank Transfer Instruction

BANK TRANSFER INSTRUCTION

Please use BLOCK LETTERS to complete this form.

The Manager ____________ Date: ____________

Bank Name: ____________ Branch: ____________

Address:

Dear Sir/Madam,

We should be grateful if you could act upon instruction as per details below:

DEBIT ACCOUNT

MUR Account

Account number: ____________

Bank: ____________

Amount in figures: ____________

Amount in words: ____________

Account in the name of:

CREDIT ACCOUNT

MUR Account

Account in the name of: ____________

Beneficiary Bank: ____________

Currency: MUR

Account number: ____________

IBAN number:

I/We hereby authorise my/our bank to process this bank transfer instruction on the date hereof with value date as of the date stated in the transaction details section below. Bank charges to debited from payer's account.

TRANSACTION DETAILS

Value Date: 26 June 2024

Description: NIC Number: ______________________________ EMTEL IPO

Signature: ____________ ____________

Name: ____________ ____________

Capacity: ____________ ____________

Date:

Annex 1

List of 'Know Your Client' documents for Prospective Investors falling within any of the four (4) categories set out below:

Individuals / Joint holders (applicable to directors, shareholders, ultimate beneficial owners, authorised signatories, and other individuals)

1 A clear and legible certified true copy of the National Identity Card (both front and back required) of the subscriber, bearing the subscriber's signature; or

A clear and legible certified true copy of the valid passport of the subscriber bearing the individual's signature.

2 A certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the subscriber.

If the proof of address is not in the name of the subscriber, a certified copy of the relevant proof of relationship between the subscriber and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

3 For minor(s):

a. a certified true copy of the birth certificate of the minor;

b. a clear and legible certified true copy of the valid passport of the guardian(s) bearing the signature of the guardian(s) (National Identity Card is acceptable for Mauritian residents); and

c. a proof of address of the guardian(s) (for example, a certified true copy of a utility bill, bank statement or lease agreement in the name of the guardian(s) and no older than three (3) months).

If the proof of address is not in the name of the guardian(s), a certified true copy of the relevant proof of relationship between the guardian(s) and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

Domestic Companies

1 A certified true copy of the board resolution or a certified true copy of the extract of the minutes of meeting of the board of the company approving the subscription to the Shares by the company and the list of authorised signatories (the 'Authorised Signatories') of the company who can execute the Application Form on behalf of the company.

2 A certified true copy of the certificate of incorporation of the company.

3 A certified true copy of the business licence of the company (for example the business registration card of the company).

4 A letter issued by the Authorised Signatories providing the details on the business activities of the company.

5 A certified true copy of the register of members of the company no older than three (3) months.

6 A certified true copy of the register of directors of the company no older than three (3) months.

7 A certified true copy of the register of ultimate beneficial owners (the 'UBOs') of the company no older than three (3) months.

8 A certified true copy of the structure chart of the company.

9 For direct shareholders of the company who hold 20% or more of the shares of the company:

- Corporate shareholder of the company
  a. a certified true copy of the certificate of incorporation of the shareholder;
  b. a certified true copy of the register of members of the shareholder no older than three (3) months; and
  c. a certified true copy of the register of directors of the shareholder no older than three (3) months.
- Individual shareholder of the company
  a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the shareholder, bearing the individual shareholder's signature; or
  b. a clear and legible certified true copy of the valid passport of the shareholder, bearing the shareholder's signature; and
  c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the shareholder.

If the proof of address is not in the name of the individual shareholder, a certified true copy of the relevant proof of relationship between the shareholder and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

10 For each UBO:

a. a clear and legible certified true copy of the National Identity Card of the UBO (both front and back required), bearing the UBO's signature; or
b. a clear and legible certified true copy of the valid passport of the UBO bearing the UBO's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the UBO.

If the proof of address is not in the name of the UBO, a certified true copy of the relevant proof of relationship between the UBO and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

11 For each director of the company

a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the director, bearing the director's signature; or
b. a clear and legible certified true copy of the valid passport of the director bearing the director's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the director.

If the proof of address is not in the name of the individual director, a certified copy of the relevant proof of relationship between the director and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

12 For each Authorised Signatory:

a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the Authorised Signatory, bearing the Authorised Signatory's signature; or
b. a clear and legible certified true copy of the valid passport of the Authorised Signatory bearing the Authorised Signatory's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the Authorised Signatory.

If the proof of address is not in the name of the Authorised Signatory, a certified copy of the relevant proof of relationship between the Authorised Signatory and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

Annex 1 (Continued)

Investment funds

1 A certified true copy of the extract of the minutes of the board or certified true copy of board resolution approving the subscription to the Offer Shares by the fund and the list of authorised signatories (the 'Authorised Fund Signatories') who can execute the Application Form on behalf of the fund, or equivalent.

2 A certified true copy of the certificate of incorporation, certificate of registration or any equivalent documentation.

3 A letter issued by the Authorised Fund Signatories providing the details on the purpose of the investment fund and on the business activity of the fund.

4 A list of all the promoters of the fund.

5 For each corporate promoter

a. a certified true copy of the certificate of incorporation of the promoter;
b. a certified true copy of the register of members of the promoter no older than three (3) months; and
c. a certified true copy of the register of directors of the promoter no older than three (3) months.

For each individual promoter

a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the promoter, bearing the promoter's signature; or
b. a clear and legible certified true copy of the valid passport of the promoter bearing the promoter's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the promoter.

If the proof of address is not in the name of the individual promoter, a certified copy of the relevant proof of relationship between the promoter and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

6 A list of all the directors of the fund.

7 For each individual director of the fund

a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the director, bearing the director's signature; or
b. a clear and legible certified true copy of the valid passport of the director bearing the director's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the director.

If the proof of address is not in the name of the individual director, a certified copy of the relevant proof of relationship between the director and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

8 For each Authorised Signatory:

a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the Authorised Fund Signatory, bearing the Authorised Fund Signatory's signature; or
b. a clear and legible certified true copy of the valid passport of the Authorised Fund Signatory bearing the Authorised Fund Signatory's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the Authorised Fund Signatory.

If the proof of address is not in the name of the Authorised Fund Signatory, a certified copy of the relevant proof of relationship between the Authorised Fund Signatory and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

Partnerships / Sociétés

1 A certified true copy of the written resolutions or relevant extract of minutes or letter from Partners/Principles/Gérants, or equivalent document, approving the subscription to the Offer Shares by the partnership/ société and the list of authorised signatories (the 'Authorised Officers') who can execute the Application Form in relation to the subscription to the Shares on behalf of the partnership/ société.

2 A certified true copy of the partnership deed or acte de société.

3 A certified true copy of the certificate of registration of the partnership/société or equivalent (if applicable).

4 A letter issued by the Authorised Officers providing the details on the business activity of the partnership/ société.

5 A list of all the 'associé' holding above 20% of 'parts sociales' or 'parts d'intérêts' in the partnership/société.

6 For each corporate associé referred to in SN 5 above

a. a certified true copy of the certificate of incorporation of the associé;
b. a certified true copy of the register of members of the associé no older than three (3) months; and
c. a certified true copy of the register of directors of the associé no older than three (3) months.

For each société referred to in SN 5 above

a. a certified true copy of the acte de société of such société.

For each individual associé of the partnership/société referred to in SN 5 above

a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the associé, bearing the associé's signature; or
b. a clear and legible certified true copy of the valid passport of the associé bearing the associé's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the associé.

If the proof of address is not in the name of the individual associé, a certified copy of the relevant proof of relationship between the associé and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

7 A list of all the administrators or gérants of the partnership/société.

8 For each individual manager of the partnership/société

a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the manager, bearing the manager's signature; or
b. a clear and legible certified true copy of the valid passport of the manager bearing the manager's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement no older than three (3) months evidencing the current permanent residential address of the manager.

If the proof of address is not in the name of the individual manager, a certified copy of the relevant proof of relationship between the manager and the person whose name appears on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

9 For each Authorised Officer:

a. a clear and legible certified true copy of the National Identity Card (both front and back required) of the Authorised Officer, bearing the Authorised Officer's signature; or
b. a clear and legible certified true copy of the valid passport of the Authorised Officer bearing the Authorised Officer's signature; and
c. a certified true copy of the utility bill, bank statement or lease agreement dated less than three (3) months evidencing the current permanent residential address of the Authorised Officer.

If the proof of address is not in the name of the Authorised Officer, a certified copy of the relevant proof of relationship between the Authorised Officer and the person whose name appear on the utility bill, bank statement or lease agreement (for example, marriage certificate, birth certificate or any other document evidencing such relationship).

Prospective Investors that do not fall within any of the categories listed above are requested to contact the Sponsoring Broker or their usual Investment Dealer to obtain the list of 'Know Your Client' documents applicable to them.

APPENDIX 2 – Summary of Emtel's Constitution adopted on 24 April 2024

Under section 7 ISSUE OF SHARES

7.1. Shares

The Company has on issue 455,400,000 Ordinary Shares of no-par value as at the date of adoption of this Constitution.

7.2. Board may issue Shares

a. No new Shares shall be issued without an ordinary resolution of the Shareholders approving
   i. the issue of such Shares;
   ii. the persons (or categories of persons) to whom such Shares are proposed to be issued; and
   iii. all the terms and conditions attaching to the issue of such Shares.

b. Subject to the Act, this Constitution, the passing of an ordinary resolution of the Shareholders at a General Meeting in accordance with clause 7.2(a) and the terms of the issue of any existing Shares, the Board may issue Shares (and rights or options to acquire Shares) of any Class at any time, to any person and in such numbers as the Board thinks fit.

c. Notwithstanding Section 55 of the Act and unless the terms of any issue of any Class of Shares specifically provides otherwise, the Board may, if authorised by an ordinary resolution of the Shareholders at a General Meeting in accordance with clause 7.2(a), issue Shares that rank (as to voting, Distribution or otherwise) equally with or in priority to, or in subordination to the existing Shares without any requirement that the Shares be first offered to existing Shareholders.

d. If the Board issues Shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such Shares, and if the Board issues Shares with different voting rights, the designation of each Class of Shares, other than those with most favourable voting rights, shall include the words "restricted voting" or "limited voting".

7.3. Consideration for issue of Shares

a. Subject to 7.3(b), before the Board issues Shares, it must:
   i. determine the amount of the consideration for which the Shares will be issued and the terms on which they will be issued;
   ii. if the Shares are to be issued for consideration other than cash, determine the reasonable present cash value of the consideration for the issue and ensure that the present cash value of that consideration is fair and reasonable to the Company and is not less than the amount to be credited in respect of the Shares; and
   iii. resolve that, in its opinion, the consideration for the Shares and their terms of issue are fair and reasonable to the Company and to all existing Shareholders.

b. Clause 7.3(a) shall not apply to the issue of Shares on the conversion of any convertible securities; or the exercise of any option to acquire Shares in the Company.

7.6. Shares issues in lieu of Dividend

Subject to –

a. the right to receive Shares, wholly or partly, *in lieu* of the proposed dividend or proposed future dividends having been offered to all Shareholders of the same Class on the same terms;

b. where all Shareholders elected to receive the Shares *in lieu* of the proposed dividend, relative voting or distribution rights, or both, would being maintained;

c. the Shareholders to whom the right is offered being afforded a reasonable opportunity of accepting it;

d. the Shares issued to each Shareholder being issued on the same terms and subject to the same rights as the Shares issued to all Shareholders in that Class who agree to receive the Shares; and

e. the provisions of section 56 of the Act being complied with by the Board,

the Board may issue Shares to any Shareholders who have agreed to accept the issue of Shares, wholly or partly, *in lieu* of a proposed dividend or proposed future dividends.

7.7. Variation of rights

a. If, at any time, the share capital of the Company is divided into different Classes of Shares, the Company shall not take any action which varies the rights attached to a Class of Shares unless that variation is approved by a Special Resolution, or by consent in Writing of the holders of seventy-five (75) per cent of the Shares of that Class. Subject to the necessary quorum being present, which is the holders of at least fifty (50) per cent of the issued Shares of that Class (but so that if, at any adjourned meeting of such holders, a quorum is not present, those Shareholders who are present shall constitute a quorum), all the provisions of this Constitution relating to meetings of Shareholders shall apply mutatis mutandis to such a meeting.

b. Where the variation of rights attached to a Class of Shares is approved under clause 7.7(a) and the Company becomes entitled to take the action concerned, the holder of a Share of that Class who did not consent to or cast any votes in favour of the resolution for the variation, may apply to the Court for an order under section 178 of the Act, or may require the Company to purchase those Shares in accordance with section 108 of the Act. For the purposes of this clause, "variation" shall include abrogation and the expression "varied" shall be construed accordingly.

c. A resolution which would have the effect of:

   i. diminishing the proportion of the total votes exercisable at a General Meeting by the holders of the existing Shares of a Class; or

   ii. reducing the proportion of the dividends or distributions payable at any time to the holders of the existing Shares of a Class,

   shall be deemed to be a variation of the rights of that Class.

d. The Company shall within one (1) month from the date of the consent or resolution referred to in clause 7.7(a) file with the Registrar in a form approved by him the particulars of such consent or resolution.

7.8. Fractional Shares

The Company may, pursuant to Clause 7.2, issue fractions of Shares which shall have corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes as those which relate to the whole Share of the same Class of Shares.

Under section 9 TRANSFER OF SHARES

9.1. Shares to be freely transferable

There shall be no restriction on the transfer of fully paid-up shares and any document relating to or affecting the title to any Shares shall be registered with the Company without payment of any fee.

9.2. Board's right to refuse or delay registration of transfer

a. Subject to compliance with sections 87 to 89 of the Act, the Board may refuse or delay the registration of any transfer of any Share to any person, whether that person be an existing Shareholder or not, where:

   i. so required by law;

   ii. registration would impose on the transferee a liability to the Company, the transferee has not discharged or agreed to discharge such liability and the transferee has not signed the transfer;

   iii. a holder of any such Share has failed to pay on the due date any amount payable thereon either in terms of the issue thereof or in accordance with the Constitution (including any Call made thereon);

   iv. the transferee is a person of unsound mind;

   v. the transfer is not accompanied by such proof as the Board reasonably requires of the right of the transferor to make the transfer; or

   vi. the Board acting in good faith decides in its sole discretion that registration of the transfer (pursuant to a claim for transfer or request for registration made by a liquidator, administrator, receiver and/or manager in the event of insolvency, deemed insolvency or liquidation of a Shareholder) would not be in the best interests of the Company and/or any of its Shareholders.

b. The Board shall send notice of refusal and the reasons for the refusal, or delay in a transfer of any Share to the transferor and the transferee within twenty-eight (28) days of the date on which such transfer was delivered to the Board.

9.3. Registration of transfer

On receipt of a duly completed and registered form of transfer the Company shall enter the name of the transferee on the Share Register as holder of the Shares transferred, unless the Board has resolved in accordance with clause 9.2 to refuse or delay the registration of the transfer of the Shares.

9.4. Restrictions on partly paid shares

The Company may impose restrictions on partly paid Shares which are listed provided that the restrictions are not such as to prevent dealings in the Shares from taking place on an open and proper basis.

9.5. Registration of joint holders of Shares

a. Subject to clause 9.5(b) below, the Board may limit the number of Shareholders registered as joint holders of Shares.

b. Up to four (4) persons may be registered as joint holders of Shares, and any CDS joint account shall be limited accordingly.

APPENDIX 2 – Summary of Emtel's Constitution (Continued)

Under section 16. DISTRIBUTIONS

16.1. Solvency Test

a. Notwithstanding section 61(1)(b) of the Act but subject to clause 16.2, the Board may, if it is satisfied on reasonable grounds that the Company will satisfy the Solvency Test immediately after the Distribution, authorise a Distribution by the Company to Shareholders of any amount and to any Shareholders as it thinks fit.

b. The Directors who vote in favour of a Distribution shall sign a certificate stating that, in their opinion, the Company will satisfy the Solvency Test immediately after the Distribution.

16.2. Dividends payable *pari passu*

The Board may not authorise a Dividend in respect of only some of the shares or securities in a Class; or of a greater amount in respect of some shares or securities in a Class than other shares or securities, as the case may be, in that Class except where:

a. the amount of the Dividend is reduced in proportion to any liability attached to the Shares under this Constitution;

b. a Shareholder has agreed in Writing to receive no dividend, or a lesser dividend than would otherwise be payable.

16.3. Discounts to Shareholders

a. The Board may, pursuant to a discount scheme, resolve that the Company shall offer to all the Shareholders discounts in respect of some or all goods sold, or services provided by, the Company.

b. The discount scheme shall be one where the Board has previously resolved that the proposed discounts:

 i. are fair and reasonable to the Company and all Shareholders; and

 ii. will be available to all Shareholders or to all Shareholders of the same Class on the same terms.

c. The discount scheme shall not be approved or continued by the Board unless the Board is satisfied, on reasonable grounds, that the Company will satisfy or is satisfying the Solvency Test.

16.4. No financial assistance for acquisition of Shares

Notwithstanding section 81 of the Act, the Company may not give financial assistance (whether directly or indirectly) to a person for the purpose of, or in connection with, the purchase of Shares issued (or to be issued) by the Company.

16.5. Unclaimed Dividends

a. All Dividends unclaimed for one (1) year after having been authorised may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.

b. All Dividends payable to a Shareholder or former Shareholder in respect of Shares in the Company remaining unclaimed for five (5) years or more after having been declared, may at the expiry of such period of five (5) years be forfeited by the Directors for the benefit of the Company.

Under Section 20 APPOINTMENT AND REMOVAL OF DIRECTORS

20.1. Number of Directors

a. The Board shall be constituted of not less than seven (7) directors and not more than twelve (12) directors.

b. As far as possible, (i) the composition of the Board shall comply with the National Code of Corporate Governance. 2016 principles applicable to companies listed on the SEM; (ii) the Board shall have at least two (2) Independent Directors; two (2) Executive Directors; and (iii) a minimum of twenty-five (25) per cent of the Board shall be women.

20.2. Appointment by General Meeting

a. Subject to clauses 20.3 and 20.4, the Directors shall be appointed by the Company in General Meeting.

b. A Director shall hold office, subject to this Constitution, until his resignation, disqualification or removal in accordance with this Constitution.

20.3. Rights of certain persons to appoint Directors

a. Notwithstanding clauses 20.2 and 20.5 and following:

 i. so long as Currimjee Jeewanjee and Company Limited, its successors or assigns, shall hold at least forty per cent - 40% - of the Shares carrying voting rights in the capital of the Company, it shall be entitled from time to time and at any time to appoint six (6) Directors of the Company;

ii. so long as Indian Continent Investment Limited, its successors or assigns, shall hold at least ten per cent - 10% - of the Shares carrying voting rights in the capital of the Company, it shall be entitled from time to time and at any time to appoint one (1) Director of the Company;

Currimjee Jeewanjee and Company Limited and Indian Continent Investment Limited shall be known as "Nominating Parties" and the Directors so appointed shall be known as "Nominated Directors".

b. Any Nominating Party shall be entitled to remove from office any Director so appointed and to appoint another person in his place.

c. A Nominated Director shall not be entitled to appoint an Alternate Director without the consent in writing of the Nominating Party having appointed him.

d. In the event of a Nominating Party fails to appoint or replace any of the Directors it shall have the right to appoint or replace within fifteen (15) days of the requisition to that effect addressed to it by the Secretary of the Company, then the Shareholders in General Meeting will have the right to appoint or replace such Director but the Director so appointed by the Company will hold office only until the next Annual General Meeting at which time he will then retire; and the Nominating Party will then have the right to appoint a Director of its own choice.

e. All appointments, revocations and replacements of Directors by each of the above parties will be notified in writing to the Company's secretary at the registered office of the Company.

f. A notice given under clause 20.3(a) shall take effect upon receipt of it at the registered office of the Company (including the receipt of an electronic notice) unless the notice specifies a later time at which the notice will take effect. The notice may comprise one or more similar documents separately signed by the Shareholders giving the notice.

20.4. Appointment of Directors by notice

a. Subject to clause 20.3, the Directors shall be the persons appointed as Directors by a notice in Writing signed by the holders of the majority of the Ordinary Shares and who have not resigned or been removed or disqualified from office under this Constitution.

b. A Director (excluding (i) a Nominated Director and (ii) the Managing Director who shall remain in office until the Shareholders otherwise decide in General Meeting) shall remain in office for a maximum of one (1) year; at the next Annual Meeting following the expiry of this period, such Director shall retire from office but shall be eligible for re-election or re-appointment, as the case may be.

20.5. Appointment of Directors by resolution

a. In addition to the appointment of Directors under clauses 20.2 and 20.3, a Director may be appointed by an Ordinary Resolution.

b. A resolution to appoint two or more Directors may be voted on one resolution without each appointment being voted individually provided that where the resolution is a single resolution for the appointment of two (2) or more persons as directors of the Company, a separate resolution that it be so voted on has first been passed without a vote being cast against it.

c. No person shall be eligible for appointment as a Director at a General Meeting unless not less than seven (7) days before the day appointed for the Meeting, there shall have been left at the registered office of the Company notice in writing signed by a Shareholder duly qualified to attend and vote at the Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. The latest date for lodging of such notices shall be seven (7) days prior to the date of the meeting appointed for such election.

20.6. Disqualification and removal of Directors

a. A person will be disqualified from holding the office of Director if he:

i. is removed by Ordinary Resolution passed at a General Meeting called for that purpose; or

ii. resigns in Writing and is not reappointed in accordance with this Constitution; or

iii. becomes disqualified from being a Director pursuant to section 133 of the Act; or

iv. is (or, would, but for the repeal of section 117 of the Companies Act 1984, be) prohibited from being a Director or promoter of or being concerned with or taking part in the management of a Company under section 337 or 338 of the Act; or

v. dies; or

vi. if, and so long as, the Company is a public company or is a subsidiary of a public company, attains or is over the age of seventy (70) years (but subject always to section 138 of the Act); or

vii. is under eighteen (18) years of age; or

viii. is an undischarged bankrupt.

APPENDIX 2 – Summary of Emtel's Constitution (Continued)

b. Notwithstanding any provision of these clauses other than clauses 20.2 and 20.3 or of any contract between the Company and such Director, but without prejudice to any claim he may have for damages for breach of his service contract, if any, the Company may at any time, subject to the provisions of the Act, by Ordinary Resolution in a General Meeting of which special notice has been given, remove any Director from his office as Director and by Ordinary Resolution at that meeting appoint any other person to the office of Director vacated by the Director so removed.

c. The continuing Directors shall act notwithstanding any vacancy on the Board. If their number is reduced below the number fixed by, or pursuant to, this Constitution as the minimum number of Directors, the continuing Directors (or the last acting Director(s)) shall continue into office and shall act only for the purpose of summoning a General Meeting of the Company in order to appoint a quorate Board.

20.7. Shareholding qualification

A Director shall not be required to hold Shares.

20.8. Alternate Directors

a. Subject to the approval of the Board as regards the person nominated to act as Alternate Director and, for a Nominated Director, of the Nominating Party having appointed him, every Director may, by notice given in Writing to the Company, appoint any person (including any other Director) to act as an Alternate Director in the Director's place, either generally, or in respect of a specified meeting or meetings at which the Director is not present.

b. The appointing Director may, at his discretion, by notice in Writing to the Company, remove his Alternate Director.

c. An Alternate Director may, while acting in the place of the appointing Director, represent, exercise and discharge all the powers, rights, duties and privileges (but not including the right of acting as Chairperson) of the appointing Director. The Alternate Director shall be subject, in all respects, to the same terms and provisions as those regarding the appointment of his appointing Director, except as regards remuneration and the power to appoint an Alternate Director under this Constitution.

d. A Director who is also an Alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing.

e. An Alternate Director's appointment shall lapse upon his appointing Director ceasing to be a Director.

f. The notice of appointment of an Alternate Director shall include an address for service of notice of meetings of the Board. Failure to give an address will not invalidate the appointment, but notice of meetings of the Board need not be given to the Alternate Director until an address is provided to the Company.

g. An Alternate Director shall not be the agent of his appointor, and shall exercise his duties as a Director independently of his appointor.

20.9. Directors may fill up Casual Vacancy

a. The Director(s) shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy other than in respect of a Nominated Director or as an addition to the existing Directors but the total number of Directors shall not at any time exceed the number fixed in accordance with clause 20.1(a).

b. Any Director appointed under clause 20.9(a) shall hold office only until the next following Annual General Meeting and shall then retire but shall be eligible for appointment at that meeting.

Under section 21 POWERS AND DUTIES OF THE BOARD

21.1. Powers of the Board

a. Subject to any restrictions in the Act or this Constitution, the business, affairs and operations of the Company shall be managed by or under the direction or supervision of the Board which shall be responsible for the overall policy matters except to the extent that the laws of Mauritius and this Constitution otherwise provide.

b. The Board shall have all the powers necessary for managing, and for directing and supervising the management of, the business and affairs of the Company except to the extent that this Constitution or the Act expressly requires those powers to be exercised by the Shareholders or any other person.

c. The Board shall moreover have all the powers of the Company as expressed in section 27 of the Act and clause 21 of this Constitution.

21.2. Delegation by Board

a. The Board may delegate to a committee of Directors, a Director, an employee of the Company, or any other person, any one or more of its powers, other than the powers provided for under any of the following sections which are listed in the Seventh Schedule to the Act:

   i. Section 52 (Issue of other shares);

   ii. section 56 (Consideration for issue of shares);

   iii. section 57(3) (Shares not paid for in cash);

   iv. section 61 (Board may authorise Distribution);

   v. section 64 (Shares in lieu of Dividend);

   vi. section 65 (Shareholder discount);

   vii. section 69 (Purchase of own shares);

   viii. section 78 (Redemption at option of Company);

   ix. section 81 (Restrictions on giving financial assistance);

   x. section 188 (Change of registered office);

   xi. section 246 (Approval of Amalgamation proposal);

   xii. section 247 (Short form Amalgamation).

b. The Board shall be responsible for the exercise of a power by any delegate (where that power is delegated under this clause 21.2) as if the power had been exercised by the Board, unless the Board:

   i. believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on the Directors by the Act and this Constitution; and

   ii. has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

21.3. Directors to act in good faith and in best interests of Company

a. Subject to this clause 21.3, the Directors of the Company shall:

   i. exercise their powers in accordance with the Act and with the limits and subject to the conditions and restrictions established by this Constitution;

   ii. obtain the authorisation of a General Meeting before doing any act or entering into any transaction for which the authorisation or consent of such Meeting is required by the Act or this Constitution;

   iii. exercise their powers honestly, in good faith, in the best interests of the Company and for the respective purposes for which such powers are explicitly or impliedly conferred;

   iv. exercise the degree of care, diligence and skill required by the Act;

   v. not agree to the Company incurring any obligation unless the Directors believe at that time, on reasonable grounds, that the Company shall be able to perform the obligation when it is required to do so;

   vi. account to the Company for any monetary gain, or the value of any other gain or advantage, obtained by them in connection with the exercise of their powers, or by reason of their position as Directors of the Company, except remuneration, pensions provisions and compensation for loss of office in respect of their directorships of any company which are dealt with in accordance with the Act;

   vii. not make use of, or disclose, any confidential information received by them on behalf of the Company as Directors otherwise than as permitted and in accordance with the Act;

   viii. not compete with the Company or become a Director or officer of a competing company, unless it is approved by the Company;

   ix. where Directors are interested in a transaction to which the Company is a party, disclose such interest;

   x. not use any assets of the Company for any illegal purpose or purpose in breach of subclauses (i) and (iii), and not do, or knowingly allow to be done, anything by which the Company's assets may be damaged or lost, otherwise than in the ordinary course of carrying on its business;

   xi. transfer forthwith to the Company all cash or assets acquired on its behalf, whether before or after its incorporation, or as the result of employing its cash or assets, and until such transfer is effected to hold such cash or assets on behalf of the Company and to use it only for the purposes of the Company;

   xii. attend meetings of the Directors with reasonable regularity, unless prevented from so doing by illness or other reasonable excuse; and

   xiii. keep proper accounting records in accordance with the Act and make such records available for inspection in accordance with the Act.

21.4. Major Transactions and other transactions under Section 130 of the Act

a. The Board shall not procure or permit the Company to enter into a Major Transaction unless the transaction is approved in a Special Resolution or contingent on approval by Special Resolution.

b. The Board shall not procure or permit the Company to enter into a transaction of the kind contemplated by Section 130(3) of the Act unless the transaction is approved by an Ordinary Resolution or contingent on approval by Ordinary Resolution.

Under Section 23 REMUNERATION AND OTHER INTERESTS OF DIRECTORS

23.1. Authority to remunerate Directors

c. The Shareholders by Ordinary Resolution, or the Board if it is satisfied that to do so is fair to the Company, shall approve:
   i. the payment of remuneration (or the provision of other benefits) by the Company to a Director for his services as a Director, or the payment of compensation for loss of office; and
   ii. the making of loans and the giving of guarantees by the Company to a Director in accordance with section 159(6) of the Act.

b. The Board shall ensure that, forthwith after authorizing any payment under clause (a) particulars of such payment are entered in the Interests Register, where there is one.

c. Notwithstanding the provisions of this clause, the Shareholders of the Company may by Unanimous Resolution approve any payment, provision, benefit, assistance or other distribution referred to in section 159 of the Act provided that there are reasonable grounds to believe that, after the distribution, the Company is likely to satisfy the Solvency Test.

23.2. Other offices with Company held by Director

a. Any Director may act by himself, or his firm in a professional capacity for the Company; and the Director or the Director's firm will be entitled to remuneration for professional services as if the Director were not a Director. Nothing in this clause shall authorise a Director or a Director's firm to act as auditor for the Company.

b. A Director may hold any other office in the Company (other than the office of auditor), for such period and on such terms (as to remuneration and otherwise) as the Board shall determine.

c. Other than as provided in clause 23.2, a Director shall not be disqualified by virtue of his office from entering into any transaction with the Company. Any such transaction will be valid and enforceable to the same extent as if he was not a Director and not in a fiduciary relationship with the Company. No such Director shall be liable to account to the Company for any profit realised by the transaction by reason of the Director holding that office or of the fiduciary relationship thereby established.

23.3. Notice of interest to be given

a. A Director shall, forthwith after becoming aware of the fact that he is interested in a transaction or proposed transaction with the Company, cause to be entered in the Interests Register and disclose to the Board of the Company:
   i. where the monetary value of the Director's interest is able to be quantified, the nature and monetary value of that interest; or
   ii. where the monetary value of the Director's interest cannot be quantified, the nature and extent of that interest.

b. The Directors shall not vote on any board resolution approving any contract or arrangement or any other proposal in which they or their Associates have a material interest nor shall they be counted in the quorum present at the meeting.

c. Notwithstanding clause (b) above, a Director shall be entitled to vote and be counted in the quorum at the meeting in respect to the following matters: -
   i. the giving of any security or indemnity either:
      1. to the Director in respect of money lent or obligations incurred or undertaken by him at the request of or for the benefit of the Company or any of its subsidiaries; or
      2. to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director has himself assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
   ii. any proposal concerning an offer of Shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
   iii. any proposal concerning any other company in which the Director is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director is beneficially interested in shares of that company,

subject to that Director, together with any of his Associates, not being beneficially interested in five (5) percent or more of the issued shares of any class of such company (or of any third company through which his interest is derived) or of the voting rights of such company;

iv. any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

   1. the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which he may benefit; or
   2. the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors and employees of the issuer or any of its subsidiaries and does not provide in respect of any director as such any privilege or advantage not generally accorded to the class of person to which such scheme or fund relates; and

v. any contract or arrangement in which the Director is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interest in shares or debentures or other securities of the Company.

APPENDIX 3 – Report of the Independent Valuer

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The Directors
Emtel Limited 10,
Cybercity
Ebene
72201

30 April 2024

Dear Sir/s

Report of the Independent Valuer

Introduction

The Board of Emtel Limited ("Emtel" / the "Company") has approved the listing of Emtel Limited on the Stock Exchange of Mauritius.

Emtel has ownership stakes in the following companies:

- 100% stake in Emtel MFS Co. Ltd ("MFS")
- 100% stake in Emtel Technopolis Ltd ("ETL")
- 90% in Emvision Ltd which owns a 52.94% stake in MC Vision Ltd ("MCV").

KPMG Advisory Services Ltd ("KPMG") was appointed by Emtel Limited to perform an independent valuation of the shares of Emtel Limited as at 31 December 2023 (the "valuation date").

Scope of work

Our scope is to carry out a valuation of Emtel Limited in the context of a listing on the Stock Exchange of Mauritius ("SEM"). In arriving at our valuation conclusion, we have applied generally accepted valuation procedures based upon economic and market factors as of the valuation date.

Responsibility

The compliance with the SEM Listing Rules is the responsibility of the Board of Emtel.

Key valuation considerations

The following procedures were undertaken as part of inputs to the independent valuation of Emtel Limited:

- An understanding of the structure of Emtel and the income generating units that make up the business of Emtel and its subsidiaries were obtained;
- The historical performance of Emtel with reference to its audited financial statements for the financial years ended 31 December 2021 and 31 December 2022 were considered;
- The management accounts of Emtel and its subsidiaries as at 31 December 2021, 31 December 2022 and 31 December 2023 were considered;
- Discussions were held with the management of Emtel around its strategy and outlook, and other matters considered necessary, including the assessment of the prevailing economic and market conditions in the industry;

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- The third-party property valuation report with regards to the land owned by Emtel Technopolis Ltd; and
- Management's forecasts (31 December 2024 – 31 December 2028) for Emtel Limited and its subsidiaries, the basis of the assumptions therein including the prospects of the business were considered. Adjustments which we deemed appropriate were made to the forecasts where applicable.

Valuation

We have approached the valuation by considering the business of Emtel, its subsidiaries and the assets which individually or as an income generating unit holds value for the business as well as each entity's current stage of development and life cycle.

The discounted cash flow methodology was used as the primary methodology for the valuation of Emtel and its subsidiaries on a sum-of-parts basis.

Emtel Limited and its subsidiaries benefit from an alignment of strategies, and operational efficiencies arising from centralised services, as well as the optimisation of a common client-facing infrastructure. To this end, a blended optimal debt to asset ratio of 32.7% was used to arrive at the respective discount rates for the Weighted Average Cost of Capital ("WACC").

Furthermore, for each entity with different but complementary product propositions, a specific risk premium was considered to reflect non-systematic risk factors identified during our review and which we viewed as company specific risks that are different from those impacting its competitors in the industry and cannot be fully mitigated through diversification.

Our approach with respect to the parts making up the combined valuation of Emtel Ltd and its subsidiaries is more fully described below.

Emtel Limited

Emtel Limited is engaged in the operation and provision of mobile telephony, fixed telephone, broadband and enterprise solutions to residential and corporate customers in Mauritius.

We have applied a discount rate of 11.4% to the forecast free cash flows of Emtel Limited based on (i) a cost of equity of 15.0%, and (ii) an after-tax cost of debt of 3.8%. A specific risk premium of 4% has been considered as part of our WACC calculation.

The impact of IFRS 16 on reported profits was also adjusted for. IFRS16 relates to a lease accounting treatment, applicable since January 2019. Under IFRS16, some leases may no longer be considered as operating leases, but as assets owned by Emtel Limited: a "Right of use asset" is recognised in the balance sheet, and a financial liability corresponding to the net present value of future minimum payments. This leads to: (i) a higher EBITDA as the lease expenses are reclassified as a financing item, and (ii) a higher net debt resulting from the recognition of the lease liability. ROUA is a non-cash financial reporting adjustment. As part of our analysis of the forecast free cash flows, the expenses relating to the right of use assets and lease liabilities were reclassified as an operational cash outflow. As a result, the lease liability was excluded from the net debt in determining the equity value of Emtel Limited.

Emtel MFS Co. Ltd

Emtel MFS Co. Ltd launched a mobile payment application under the brand name "Blink" in May 2022. The application operates across all networks, linking users' accounts from any local bank for convenient and digitally enabled payment or remittance transactions on smartphones.

We have applied a discount rate of 12.5% to the forecast free cash flows of Emtel MFS Co. Ltd based on (i) a cost of equity of 16.5%, and (ii) an after-tax cost of debt of 4.5%. A specific risk premium of 4% has been considered as part of our WACC calculation.

Emtel MFS Co. Ltd is a relatively new business and is at an early stage of its life cycle. As part of our analysis, the management-prepared forecast of Emtel MFS Co. Ltd was extended from 5 years to 10 years to reflect its progression through its life cycle and to capture the time frame for the business to reach its target steady state within the forecast period.

APPENDIX 3 – Report of the Independent Valuer (Continued)

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Emtel Technopolis Ltd

Emtel Technopolis Ltd operates a ground station which acts as a satellite-network portal with a leading provider of Low Earth Orbit satellite broadband services.

We have applied a discount rate of 12.5% to the forecast free cash flows of

Emtel Technopolis Ltd based on (i) a cost of equity of 16.5%, and (ii) an aftertax cost of debt of 4.4%. A specific risk premium of 4% has been considered as part of our WACC calculation.

Emtel Technopolis Ltd is a relatively new business. As part of our analysis, the management-prepared forecasts of Emtel Technopolis Ltd was extended over a period which matches the duration of the customer contract which is bringing value to ETL.

ETL owns land which was not being used by the customer activity on the site. This portion of land has been treated as non-core asset and added to the enterprise value. To this effect, we have considered the independent property valuation report from Noor Dilmohammed & Associates for the reported value of the land purchased for ETL's operations. The valuation report is dated 26 December 2023. ETL's equity value thus includes the market value of the portion land not being put to economic use as part of the core activity of Emtel Technopolis Ltd.

MC Vision Ltd

MC Vision Ltd provides paid subscription television direct to home via satellite and internet. We have applied a discount rate of 14.8% to the forecast free cash flows of MC Vision Ltd based on (i) a cost of equity of 19.0%, and (ii) an after-tax cost of debt of 6.2%. A specific risk premium of 4% has been considered as part of our WACC calculation.

Emtel Limited has reached an agreement with a third party for the disposal of a significant stake held by Emvision Ltd in MC Vision Ltd. We have benchmarked and evaluated the consideration from this recent transaction against our discounted cash flow valuation. As a result, the transaction value, which is a recent transaction was taken to be the fair value.

Terminal value

A perpetual growth rate of 3% was considered to determine a terminal value at the end of explicit forecast period for Emtel Ltd and its subsidiaries.

Conclusion

After undertaking the valuation as presented above, we determined the value of the equity of Emtel Limited to be **MUR12.028 billion** as at 31 December 2023.

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Limitations

Our opinion is necessarily based upon the information available to us up to 26 April 2024, including in respect of the financial, regulatory, securities market and other conditions and circumstances existing and disclosed to us at the date thereof.

Accordingly, it should be understood that subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm.

We have relied upon and assumed the accuracy of the information used by us in deriving our opinion. Where practical, we have corroborated the reasonability of the information provided to us for the purpose of our opinion, whether in writing or by discussion with management of Emtel or by reference to publicly available and independently obtained information.

While our work has involved an analysis of financial and other information provided to us, our engagement does not constitute, nor does it include, an audit or review, due diligence, or other assurance engagement or an agreed-upon procedures engagement, performed in accordance with International Standards on Auditing, International Standards on Review Engagements, International Standards on Assurance Engagements or International Standards on Engagements to perform Agreed-upon Procedures regarding Financial Information.

Where relevant, the forecasts of Emtel and its subsidiaries relate to future events and are based on assumptions that may or may not remain valid for the whole of the forecast period. Consequently, such information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely the actual future results of Emtel and its subsidiaries will correspond to those projected. Where practicable, we compared the forecast financial information to past trends as well as discussed the assumptions inherent therein with the management of Emtel.

Independence

We confirm that we have no direct or indirect material interest in Emtel Limited, MC Vision Ltd, Emtel MFS Co. Ltd and Emtel Technopolis Ltd.

Consent

We consent to the inclusion of this letter and the reference to our independent valuation in the Prospectus and Listing Particulars to be issued by Emtel in the form and context in which it appears and in any required regulatory announcement or documentation.

Yours faithfully

Huns Biltoo
Partner

Feel Free

Emtel World, 10 Cybercity, Ebène 72201, Mauritius

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