

**BAYPORT MANAGEMENT LTD**  
*(Registration number 54787 C1/GBL)*

**UNAUDITED CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS**

*for the three months ended 31 March 2020*



**BAYPORT MANAGEMENT LTD**  
**UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

As at 31 March 2020

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

Figures in US Dollar	Note	31-Mar-20	31-Dec-19
<b>Assets</b>			
Cash and bank balances		148 528 844	118 353 716
Other receivables		53 953 484	64 261 513
Current tax assets		12 103 859	14 191 509
Loans and advances	4	919 765 959	1 034 327 321
Other investments		27 188 319	20 870 981
Investment in associates	5	87 865 390	113 111 018
Goodwill		6 938 852	7 743 342
Property and equipment	6	9 105 122	11 269 971
Right-of-use assets		7 708 462	9 338 463
Intangible assets	6	57 310 470	56 900 604
Deferred tax assets		30 633 479	24 242 445
<b>Total Assets</b>		<b>1 361 102 240</b>	<b>1 474 610 883</b>
<b>Liabilities</b>			
Bank overdrafts		55 578 127	49 893 877
Deposits from customers		65 474 870	74 954 133
Other payables		64 075 575	61 497 225
Current tax liabilities		2 720 609	3 068 022
Other financial liabilities		3 350 158	3 345 070
Lease liabilities		7 534 230	8 834 505
Borrowings	7	1 029 736 742	1 044 519 383
Deferred tax liabilities		31 763	33 923
<b>Total Liabilities</b>		<b>1 228 502 074</b>	<b>1 246 146 138</b>
<b>Equity</b>			
Share capital and treasury shares	8	404 568 832	404 568 832
Reserves		(344 864 252)	(244 360 014)
Retained earnings		59 600 977	51 434 289
Equity attributable to owners of the Company		119 305 557	211 643 107
Non-controlling interests		13 294 609	16 821 638
<b>Total Equity</b>		<b>132 600 166</b>	<b>228 464 745</b>
<b>Total Liabilities and Equity</b>		<b>1 361 102 240</b>	<b>1 474 610 883</b>

**BAYPORT MANAGEMENT LTD**  
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For the three months ended 31 March 2020

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

Figures in US Dollar	Note	Three months ended	
		31-Mar-20	31-Mar-19
Interest and other similar income		87 981 513	82 993 750
Interest and other similar expense		(41 534 317)	(33 982 733)
<b>Net interest income</b>		<b>46 447 196</b>	<b>49 011 017</b>
Commission income		1 452 170	1 128 300
Dividend income		1 928 165	14 983 914
Other income		9 648 400	4 437 703
<b>Non-interest Income</b>		<b>13 028 735</b>	<b>20 549 917</b>
<b>Operating income</b>		<b>59 475 931</b>	<b>69 560 934</b>
Operating expenses		(36 802 379)	(36 694 792)
Foreign exchange losses		1 723 430	330 780
<b>Operating profit before impairment on financial assets</b>		<b>24 396 982</b>	<b>33 196 922</b>
Impairment on financial assets		(5 376 821)	(5 778 414)
<b>Operating profit</b>		<b>19 020 161</b>	<b>27 418 508</b>
Share of post-tax results of associates	5	(1 055 422)	2 042 838
<b>Profit before taxation</b>		<b>17 964 739</b>	<b>29 461 346</b>
Taxation	3	(6 748 543)	(5 978 767)
<b>Profit for the period</b>		<b>11 216 196</b>	<b>23 482 579</b>
<b>Attributable to:</b>			
Owners of the Company		10 263 333	22 362 686
Non-controlling interests		952 863	1 119 893
<b>Profit for the period</b>		<b>11 216 196</b>	<b>23 482 579</b>
<b>Earnings per share</b>			
Basic earnings per share		0.30	0.65
Diluted earnings per share		0.29	0.64
Basic weighted average number of shares		34 740 560	34 280 415
Diluted weighted average number of shares		35 207 409	35 211 943

**BAYPORT MANAGEMENT LTD**  
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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME**

Figures in US Dollar	Three months ended	
	31-Mar-20	31-Mar-19
<b>Profit for the period</b>	<b>11 216 196</b>	<b>23 482 579</b>
<b>Other comprehensive loss, net of taxation</b>		
<i>Items that will not be reclassified subsequently to profit or loss:</i>		
Net fair value loss on investments in equity instruments designated as at fair value through other comprehensive income	-	(14 487 582)
<b>Total items that will not be reclassified subsequently to profit or loss</b>	<b>-</b>	<b>(14 487 582)</b>
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Foreign exchange differences	(107 093 907)	(8 179 071)
Effect of cash flow hedges	-	3 053 820
<b>Total items that may be reclassified subsequently to profit or loss</b>	<b>(107 093 907)</b>	<b>(5 125 251)</b>
<b>Other comprehensive loss for the period, net of taxation</b>	<b>(107 093 907)</b>	<b>(19 612 833)</b>
<b>Total comprehensive (loss)/income for the period</b>	<b>(95 877 711)</b>	<b>3 869 746</b>
<b>Attributable to:</b>		
Owners of the Company	(92 350 682)	3 093 766
Non-controlling interests	(3 527 029)	775 980
<b>Total comprehensive (loss)/income for the period</b>	<b>(95 877 711)</b>	<b>3 869 746</b>

**BAYPORT MANAGEMENT LTD**  
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For the three months ended 31 March 2020

**UNAUDITED CONDENSED STATEMENT OF CASH FLOWS**

Figures in US Dollar	Note	Three months ended	
		31-Mar-20	31-Mar-19
<b>Cash flows from operating activities</b>			
Profit before taxation		17 964 739	29 461 346
<b>Adjustments for:</b>			
Share of post tax results of associates		1 055 422	(2 042 838)
Depreciation and amortisation		2 444 026	1 529 660
Profit on disposal of property and equipment and intangible assets		(8 387)	(6 666)
Unrealised exchange profit		(567 090)	(2 565)
Finance costs		41 534 317	33 982 733
Dividends income		(1 928 165)	(14 983 914)
Movement in provision for credit impairment		6 680 966	6 737 077
Movement in provisions and share based payments		251 379	432 877
<b>Profit before tax adjusted for non-cash items</b>		<b>67 427 207</b>	<b>55 107 710</b>
Dividend received from associates		-	255 000
Dividend received from equity instruments designated as at FVTOCI		1 928 165	14 983 914
Finance costs paid		(41 431 992)	(40 502 947)
Tax paid		(3 558 839)	(4 880 978)
<b>Cash generated by operations before changes in working capital</b>		<b>24 364 541</b>	<b>24 962 699</b>
<b>Changes in working capital:</b>			
Increase in other receivables		(10 331 295)	(4 721 454)
Increase in gross advances		(44 010 057)	(65 840 194)
(Decrease)/increase in deposits from customers		(93 572)	1 561 054
Increase/(decrease) in other payables		11 127 609	(1 971 803)
<b>Net cash used in operating activities</b>		<b>(18 942 774)</b>	<b>(46 009 698)</b>
<b>Cash flows from investing activities</b>			
Proceeds on disposal of property and equipment and intangible assets		82 310	30 229
Purchase of property and equipment and intangible assets		(1 868 067)	(16 800 671)
Net movement in amounts due from associates		10 256 656	2 457 456
Cash inflow from associates on repayment of loans		75 959 939	-
Cash outflow on funding advanced to associates		(74 000 000)	-
Net movement in investment in associates		-	(109 650)
Cash outflow on investment in treasury bills		(7 798 461)	-
<b>Net cash flows generated by/(used in) investing activities</b>		<b>2 632 377</b>	<b>(14 422 636)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of bonds		7 737 735	419 323
Repayment of bonds		(2 271 351)	-
Proceeds from borrowings		80 507 583	83 114 414
Repayment of borrowings		(25 129 513)	(35 147 520)
Repayment on lease liabilities		(328 983)	(6 947)
Dividend paid to preference shareholders		(129 697)	-
Mark-to-Market payments on forward contracts		-	(5 000 186)
<b>Net cash flows generated by financing activities</b>		<b>60 385 774</b>	<b>43 379 084</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>44 075 377</b>	<b>(17 053 250)</b>
Net cash and cash equivalents at the beginning of the period		68 459 839	16 080 407
Effect of foreign exchange rate changes		(19 584 499)	(184 655)
<b>Net cash and cash equivalents at the end of the period</b>		<b>92 950 717</b>	<b>(1 157 498)</b>

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**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

Figures in US Dollar

	Share capital	Share premium	Share application monies	Convertible equity instrument	Treasury shares	Limited -voting B Shares	Total share capital and treasury shares	Translation reserve	Cash flow hedging reserve	Put option on own shares	Equity settled reserve	Other reserves	Total reserves	Retained earnings	Attributable to owners of the company	Total non-controlling interests	Total
<b>Balance at 01 January 2019</b>	30 938	304 829 584	9 635 352	60 560 000	(1 498 760)	-	373 557 114	(260 796 484)	(2 654 944)	(2 406 602)	6 677 319	54 782 840	(204 397 871)	46 657 871	215 817 114	14 580 806	230 397 920
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	-	-	22 362 686	22 362 686	1 119 893	23 482 579
Other comprehensive (loss)/income	-	-	-	-	-	-	-	(7 835 158)	3 053 820	-	-	(14 487 582)	(19 268 920)	-	(19 268 920)	(343 913)	(19 612 833)
<b>Total comprehensive (loss)/income for the period</b>	-	-	-	-	-	-	-	(7 835 158)	3 053 820	-	-	(14 487 582)	(19 268 920)	22 362 686	3 093 766	775 980	3 869 746
Recognition of share based payments	-	-	-	-	-	-	-	-	-	-	432 877	-	432 877	-	432 877	-	432 877
Transfer from reserves	-	-	-	-	-	-	-	-	-	-	-	(2 434 280)	(2 434 280)	2 434 280	-	-	-
<b>Balance at 31 March 2019</b>	30 938	304 829 584	9 635 352	60 560 000	(1 498 760)	-	373 557 114	(268 631 642)	398 876	(2 406 602)	7 110 196	37 860 978	(225 668 194)	71 454 837	219 343 757	15 356 786	234 700 543
<b>Balance at 01 January 2020</b>	31 398	315 476 194	-	60 560 000	(1 498 760)	30 000 000	404 568 832	(282 448 337)	-	(2 406 602)	8 109 929	32 384 996	(244 360 014)	51 434 289	211 643 107	16 821 638	228 464 745
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	10 263 333	10 263 333	952 863	11 216 196
Other comprehensive (loss)/income	-	-	-	-	-	-	-	(102 614 015)	-	-	-	-	(102 614 015)	-	(102 614 015)	(4 479 892)	(107 093 907)
<b>Total comprehensive (loss)/income for the period</b>	-	-	-	-	-	-	-	(102 614 015)	-	-	-	-	(102 614 015)	10 263 333	(92 350 682)	(3 527 029)	(95 877 711)
Recognition of share based payments	-	-	-	-	-	-	-	-	-	-	13 132	-	13 132	-	13 132	-	13 132
Transfer from reserves	-	-	-	-	-	-	-	-	-	-	-	2 096 645	2 096 645	(2 096 645)	-	-	-
<b>Balance at 31 March 2020</b>	31 398	315 476 194	-	60 560 000	(1 498 760)	30 000 000	404 568 832	(385 062 352)	-	(2 406 602)	8 123 061	34 481 641	(344 864 252)	59 600 977	119 305 557	13 294 609	132 600 166

Note

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**NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Background**

Bayport Management Ltd (the "Company") is incorporated in Mauritius and listed on the Stock Exchange of Mauritius. The Company is a holding company to the following businesses involved in the provision of retail financial services:

<b>Name of subsidiaries</b>	<b>Place of incorporation</b>
Bayport Financial Services Limited	Zambia
Bayport Savings and Loans Limited	Ghana
Bayport Financial Services (Tanzania) Limited	Tanzania
Bayport Financial Services Uganda Limited	Uganda
Money Quest Investments (Proprietary) Limited	Botswana
Bayport Colombia S.A.	Colombia
Bayport Asesores Ltda	Colombia
Bayport Financial Services Mozambique (MCB), S.A	Mozambique
Actvest Mexico S.A.PI de C.V, E.N.R	Mexico
Financiera Fortaleza, S.A de C.V, SOFOM E.N.R	Mexico
Cashfoundry Limited	United Kingdom
Actvest Limited	Mauritius
Bayport Latin America Holdings Ltd	Mauritius
Bayport International Headquarter Company Proprietary Limited	South Africa
Actvest (Proprietary) Limited	South Africa
Bayport Financial Services (USA), Inc.	United States
Sugaree Insurance Company Limited	Bermuda
Built to Last Proprietary Limited	South Africa
Green Light Insurance Brokers Proprietary Limited	South Africa
Peak Hour Consultants Proprietary Limited	South Africa
Picasso Moon Investments Limited	Mauritius
Sugar Magnolia Proprietary Limited	South Africa
Traficc Global Proprietary Limited	South Africa
Traficc Maintenance Plans Proprietary Limited	South Africa
The Real Automobile Finance and Insurance Consulting Company Proprietary Limited	South Africa
Bayport Management 2 Limited (Dormant)	Mauritius
Malbec Bay Ltd (Dormant)	United Kingdom

The Company's registered office is at c/o DTOS Ltd, 10<sup>th</sup> Floor, Standard Chartered Tower, 19, Cybercity, Ebene, Mauritius and the Company's principal place of business is at 3<sup>rd</sup> Floor, Ebene Skies, Rue De L'Institut, Ebene, Mauritius.

## **NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS** **(continued)**

### **2. Basis of preparation**

#### **2.1 Statement of compliance**

The unaudited condensed consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting.

#### **2.2 Significant accounting policies**

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for the measurement of certain financial instruments which are at fair value.

The same accounting policies and methods of computation are followed in these condensed consolidated financial statements as were applied in the preparation of the Group's audited consolidated financial statements for the year ended 31 December 2019.

#### **2.3 Functional and presentation currency**

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in United States Dollars using exchange rates prevailing at the reporting date. Income and expenditure are translated at average rates of exchange for the period while balances are translated at month end rates.

### **3. Taxation**

Income tax for the period is accrued taking into consideration permanent differences during the period for each entity within the Group.

### **4. Loans and advances**

<b>Figures in US Dollar</b>	<b>31-Mar-20</b>	<b>31-Dec-19</b>
Gross advances	984 198 864	1 104 899 199
Impairment provision	(64 432 905)	(70 571 878)
<b>Net advances</b>	<b>919 765 959</b>	<b>1 034 327 321</b>
<b>Impairment provision</b>		
Opening balance	70 571 878	62 560 012
Impairment recognised in profit or loss	5 373 727	22 470 834
Utilisation of allowance for impairment	1 589 487	(11 935 964)
Foreign exchange movements	(13 102 187)	(2 523 004)
<b>Closing balance</b>	<b>64 432 905</b>	<b>70 571 878</b>



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar

### 5. Investments in associates

	31-Mar-20	31-Dec-19
Opening balance	113 111 018	116 034 222
Impact on adoption of IFRS 16	-	(199 989)
Additions	-	122 400
Share of profits	(1 055 422)	1 693 256
Share of other comprehensive loss	-	(542 975)
Transferred to investment in subsidiary	-	(5 622 203)
Dividend	-	(720 253)
Movement in currency translation reserve	(24 190 206)	2 346 560
<b>Closing balance</b>	<b>87 865 390</b>	<b>113 111 018</b>

### 6. Property and equipment and intangible assets

During the year, the Group spent USD 1.9 million on office equipment, furniture and fittings, computer equipment, motor vehicles, leasehold improvements and intangible assets.

### 7. Borrowings

	31-Mar-20	31-Dec-19
Corporate bonds	386 712 021	387 802 481
Other term loans	658 751 570	672 666 511
	<b>1 045 463 591</b>	<b>1 060 468 992</b>
Less: deferred transaction costs	(15 726 849)	(15 949 609)
<b>Total borrowings</b>	<b>1 029 736 742</b>	<b>1 044 519 383</b>

#### Corporate bonds

These bonds constitute direct, general, unconditional, subordinated and unsecured obligations of the Company. Corporate bonds include Social bonds of USD 260 million carrying interest of 11.5% per annum and Nordic bonds of USD 80 million carrying interest of 10.5% per annum.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar

### 8. Share capital and treasury shares

	<b>31-Mar-20</b>	<b>31-Dec-19</b>
Share capital	31 398	31 398
Share premium	315 476 194	315 476 194
Convertible equity instrument	60 560 000	60 560 000
Limited-voting B Shares	30 000 000	30 000 000
<b>Total share capital</b>	<b>406 067 592</b>	<b>406 067 592</b>
Treasury shares	(1 498 760)	(1 498 760)
<b>Total share capital and treasury shares</b>	<b>404 568 832</b>	<b>404 568 832</b>
<b>Number of Ordinary shares</b>	<b>31 398 089</b>	<b>31 398 089</b>
<b>Number of Limited-voting B Shares</b>	<b>30</b>	<b>30</b>

### 9. Events after the reporting period

The recent global outbreak of the coronavirus ("COVID-19") which was declared a global pandemic by the World Health Organisation, has caused significant volatility within the economic markets. The duration and spread of the outbreak and the resultant economic impact is uncertain and cannot be predicted. The Group has been following all the established protocols and precautionary measures communicated by the Government in our various operations. Our business model is at source deduction from central and local governments, based on current information available the Directors are not aware of any matter or circumstances arising since the end of the financial year, not otherwise dealt with in the financial statements, which would significantly affect the financial position of the company as laid out in these financial statements. The board of directors together with ALCO will continue to monitor risks associated with liquidity and funding, interest rates, counterparties, currency exposures and capital adequacy and will undertake scenario based planning should the pandemic spread more widely across the countries in which we operate.

*The above unaudited condensed consolidated Financial Statements are issued pursuant to Listing Rules 11.3 and 11.5 of the Stock Exchange of Mauritius Ltd, the Securities Act 2005 of Mauritius.*

*The Board of Directors of Bayport Management Ltd accepts full responsibility for the accuracy of the information contained in these unaudited condensed consolidated Financial Statements.*