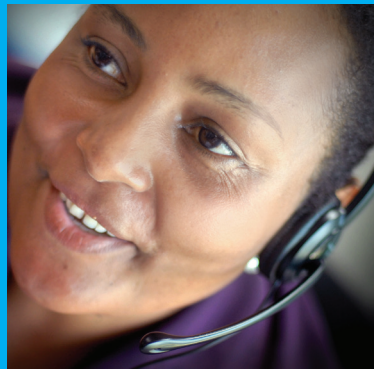


BAYPORT MANAGEMENT LTD
(Registration number 54787 C1/GBL)

**UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

for the six months ended 30 June 2021



BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at 30 June 2021

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Figures in US Dollar	Note	30-Jun-21	31-Dec-20
Assets			
Cash and bank balances		129 539 287	170 800 614
Other receivables		57 256 308	55 710 920
Current tax assets		12 618 018	13 009 385
Loans and advances	4	1 003 112 784	949 077 442
Other investments		21 578 583	25 230 777
Investment in associates	5	117 462 694	107 993 030
Goodwill		4 417 106	7 632 612
Property and equipment	6	7 590 608	7 063 144
Right-of-use assets		6 016 656	6 432 693
Intangible assets	6	51 201 178	52 800 201
Deferred tax assets		27 359 257	24 753 480
Total Assets		1 438 152 479	1 420 504 298
Liabilities			
Bank overdraft		4 466 190	117 607
Deposits from customers		86 495 607	77 464 174
Other payables		39 314 536	42 795 835
Current tax liabilities		7 670 481	5 559 195
Other financial liabilities		4 611 466	5 077 271
Lease liabilities		6 006 645	6 565 300
Borrowings	7	1 112 027 917	1 110 862 147
Deferred tax liabilities		10 369	10 242
Total Liabilities		1 260 603 211	1 248 451 771
Equity			
Share capital and treasury shares	8	402 139 580	402 139 580
Reserves		(307 452 827)	(314 751 506)
Retained earnings		68 911 029	68 668 593
Equity attributable to owners of the Company		163 597 782	156 056 667
Non-controlling interests		13 951 486	15 995 860
Total Equity		177 549 268	172 052 527
Total Liabilities and Equity		1 438 152 479	1 420 504 298

BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

Figures in US Dollar	Note	Three months ended		Six months ended	
		30-Jun-21	30-Jun-20	30-Jun-21	30-Jun-20
Continuing operations					
Interest and other similar income		80 637 571	79 820 540	159 711 682	167 802 053
Interest and other similar expense		(41 314 180)	(41 521 981)	(80 499 104)	(82 980 616)
Net interest income		39 323 391	38 298 559	79 212 578	84 821 437
Lending related income		5 443 295	7 358 064	12 020 163	14 011 217
Income from insurance activities		1 163 644	655 674	3 029 309	1 513 781
Other interest income		1 013 671	1 267 868	2 067 029	2 161 562
Other income		4 221 355	70 098	3 925 823	856 477
Non-interest Income		11 841 965	9 351 704	21 042 324	18 543 037
Operating income		51 165 356	47 650 263	100 254 902	103 364 474
Operating expenses		(33 561 421)	(26 702 176)	(64 436 662)	(60 538 896)
Foreign exchange (losses)/gains		(2 196 404)	290 793	(3 073 235)	1 994 707
Operating profit before impairment on financial assets		15 407 531	21 238 880	32 745 005	44 820 285
Impairment on financial assets		(5 406 185)	(5 121 790)	(13 394 952)	(10 498 611)
Operating profit before share of post-tax results of associates		10 001 346	16 117 090	19 350 053	34 321 674
Share of post-tax results of associates	5	137 787	(572 352)	(125 454)	(1 627 775)
Operating profit before taxation		10 139 133	15 544 738	19 224 599	32 693 899
Taxation	3	(5 595 274)	(6 275 983)	(11 134 697)	(12 783 171)
Profit for the period from continuing operations		4 543 859	9 268 755	8 089 902	19 910 728
Discontinued operations					
Profit for the period from discontinued operations	5	-	1 528 051	-	2 102 270
Profit for the period		4 543 859	10 796 806	8 089 902	22 012 998
Attributable to:					
Owners of the Company		3 357 114	9 320 284	6 158 160	19 583 613
Non-controlling interests		1 186 745	1 476 522	1 931 742	2 429 385
Profit for the period		4 543 859	10 796 806	8 089 902	22 012 998
Earnings per share					
From continuing and discontinued operations					
Basic earnings per share		0.10	0.27	0.18	0.56
Diluted earnings per share		0.10	0.27	0.18	0.56
From continuing operations					
Basic earnings per share		0.10	0.22	0.18	0.50
Diluted earnings per share		0.10	0.22	0.18	0.50
Basic weighted average number of shares*		34 630 104	34 690 455	34 630 104	34 715 507
Diluted weighted average number of shares*		34 801 935	35 117 832	34 801 935	35 142 885

*The basic and diluted weighted average number of shares includes the number of shares to be issued for the convertible equity instruments.

BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

Figures in US Dollar	Note	Three months ended		Six months ended	
		30-Jun-21	30-Jun-20	30-Jun-21	30-Jun-20
Profit for the period		4 543 859	10 796 806	8 089 902	22 012 998
Other comprehensive (loss)/income, net of taxation					
<i>Items that will not be reclassified subsequently to profit or loss:</i>					
Net fair value (loss)/gain on investments in equity instruments designated as at fair value through other comprehensive income		(122 928)	2 543 480	(122 928)	2 543 480
Share of other comprehensive loss of associates		(203 256)	-	(366 087)	-
Total items that will not be reclassified subsequently to profit or loss		(326 184)	2 543 480	(489 015)	2 543 480
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Foreign exchange differences		7 639 240	8 734 427	1 341 766	(98 921 768)
Total items that may be reclassified subsequently to profit or loss		7 639 240	8 734 427	1 341 766	(98 921 768)
Other comprehensive income/(loss) for the period, net of taxation		7 313 056	11 277 907	852 751	(96 378 288)
Total comprehensive income/(loss) for the period		11 856 915	22 074 713	8 942 653	(74 365 290)
Attributable to:					
Owners of the Company		10 857 296	20 177 010	7 545 640	(72 730 708)
Non-controlling interests		999 619	1 897 703	1 397 013	(1 634 582)
Total comprehensive income/(loss) for the period		11 856 915	22 074 713	8 942 653	(74 365 290)

BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the six months ended 30 June 2021

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	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	
Balance at 01 January 2020	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 period	-	-	-	-	-	-	-	-	-	-	-	-	19 583 613	19 583 613	2 429 385	22 012 998	
Other comprehensive (loss)/income	-	-	-	-	-	-	(94 857 801)	(94 857 801)	-	-	2 543 480	(92 314 321)	-	(92 314 321)	(4 063 967)	(96 378 288)	
Total comprehensive (loss)/income for the period	-	-	-	-	-	-	(94 857 801)	(94 857 801)	-	-	2 543 480	(92 314 321)	19 583 613	(72 730 708)	(1 634 582)	(74 365 290)	
Buy back of ordinary shares	-	-	-	-	(237 621)	-	(237 621)	-	-	-	-	-	-	(237 621)	-	(237 621)	
Transfer of pledged ordinary shares	-	-	-	-	(2 061 087)	-	(2 061 087)	-	-	-	-	-	-	(2 061 087)	-	(2 061 087)	
Recognition of share based payments	-	-	-	-	-	-	-	-	-	112 072	-	112 072	-	112 072	-	112 072	
Transfer to reserves	-	-	-	-	-	-	-	-	-	-	3 441 961	3 441 961	(3 441 961)	-	-	-	
Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	(40 065)	(40 065)	(38 489)	(78 554)	
Balance at 30 June 2020	31 398	315 476 194	-	60 560 000	(3 797 468)	30 000 000	402 270 124	(377 306 138)	(2 406 602)	8 222 001	38 370 437	(333 120 302)	67 535 876	136 685 698	15 148 567	151 834 265	
Balance at 01 January 2021	31 384	315 336 346	104 937	60 560 000	(3 893 087)	30 000 000	402 139 580	(357 911 586)	(2 406 602)	4 380 024	41 186 658	(314 751 506)	68 668 593	156 056 667	15 995 860	172 052 527	
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	-	6 158 160	6 158 160	1 931 742	8 089 902	
Other comprehensive income/(loss)	-	-	-	-	-	-	-	1 876 495	-	-	(489 015)	1 387 480	-	1 387 480	(534 729)	852 751	
Total comprehensive income/(loss) for the period	-	-	-	-	-	-	-	1 876 495	-	-	(489 015)	1 387 480	6 158 160	6 158 160	7 545 640	1 397 013	8 942 653
Share application monies	-	-	(104 937)	-	104 937	-	-	-	-	-	-	-	-	-	-	-	-
Change in ownership interests	-	-	-	-	-	-	-	(4 525)	-	-	-	(4 525)	-	(4 525)	(3 441 387)	(3 445 912)	
Transfer to reserves	-	-	-	-	-	-	-	5 915 724	-	-	5 915 724	5 915 724	(5 915 724)	-	-	-	
Balance at 30 June 2021	31 384	315 336 346	-	60 560 000	(3 788 150)	30 000 000	402 139 580	(356 039 616)	(2 406 602)	4 380 024	46 613 367	(307 452 827)	68 911 029	163 597 782	13 951 486	177 549 268	

Note

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BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

UNAUDITED CONDENSED STATEMENT OF CASH FLOWS

Figures in US Dollar	Six months ended	
	30-Jun-21	30-Jun-20
Cash flows from operating activities		
Profit before taxation	19 224 599	32 693 899
Adjustments for:		
Share of post tax results of associates	125 454	1 627 775
Depreciation and amortisation	5 771 035	4 580 152
Loss on disposal of property and equipment and intangible assets	19 746	58 633
Unrealised exchange losses/(gains)	2 283 602	(310 073)
Finance costs	80 499 104	82 980 616
Dividends income	(3 007 355)	(4 199 649)
Movement in provision for credit impairment	15 921 369	13 350 456
Movement in provisions and share based payments	-	112 072
Profit before tax adjusted for non-cash items	120 837 554	130 893 881
Dividend received from equity instruments designated as at FVTOCI	3 007 355	4 199 649
Finance costs paid	(80 439 216)	(82 161 334)
Tax paid	(11 614 998)	(7 021 224)
Cash generated by operations before changes in working capital	31 790 695	45 910 972
Changes in working capital:		
Decrease in other receivables	3 225 547	580 259
Increase in gross advances	(74 757 333)	(52 700 349)
Increase in deposits from customers	3 382 931	4 232 651
Decrease in other payables	(1 676 942)	(4 333 550)
Net cash used in operating activities from continuing operations	(38 035 102)	(6 310 017)
Net cash generated by operating activities from discontinued operations	-	2 571 373
Net cash used in operating activities	(38 035 102)	(3 738 644)
Cash flows from investing activities		
Proceeds on disposal of property and equipment and intangible assets	34 925	35 856
Purchase of property and equipment and intangible assets	(2 423 292)	(2 360 206)
Net movement in amount due to associates	(306 875)	10 114 131
Cash inflow from associates on repayment of loans	255 765	148 297 767
Cash outflow on funding advanced to associates	-	(141 165 521)
Net cash flows from disposal of subsidiary	(7 212 229)	(3 473 096)
Net cash outflow on investment in treasury bills	-	(8 047 539)
Net cash flow (used in)/generated by investing activities from continuing operations	(9 651 706)	3 401 392
Net cash flows used in investing activities from discontinued operations	-	(58 889)
Net cash flows (used in)/generated by investing activities	(9 651 706)	3 342 503
Cash flows from financing activities		
Proceeds from issue of bonds	4 878 994	7 737 735
Repayment of bonds	(5 262 528)	(2 271 351)
Proceeds from borrowings	266 390 032	123 696 885
Repayment of borrowings	(259 265 209)	(61 947 645)
Repayment of lease liabilities	(1 610 363)	(998 132)
Cash outflow on buy back of shares	-	(73 512)
Net cash flows generated by financing activities	5 130 926	66 143 980
Net cash used in financing activities from discontinued operations	-	(301 823)
Net cash flows generated by financing activities	5 130 926	65 842 157
Net (decrease)/increase in cash and cash equivalents	(42 555 882)	65 446 016
Cash and cash equivalents at the beginning of the period	170 683 007	64 986 743
Effect of foreign exchange rate changes	(3 054 028)	(13 664 989)
Cash and cash equivalents at the end of the period	125 073 097	116 767 770

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 legal entities:

Name of subsidiaries	Place of incorporation
Bayport Financial Services Limited	Zambia
Bayport Savings and Loans Limited	Ghana
Bayport Financial Services (T) 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.Pl 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 Management 2 Limited (Dormant)	Mauritius
Bayport International Headquarter Company (Pty) Limited	South Africa
Actvest Proprietary Limited	South Africa
Bayport Financial Services (USA), Inc.	United States
Sugaree Insurance Company Limited	Bermuda

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

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 2020.

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.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. Taxation

Income tax for the period is accrued taking into consideration non-deductible expenditure during the period for each entity within the Group.

Figures in US Dollar	30-Jun-21	31-Dec-20
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4. Loans and advances

Gross advances	1 073 234 935	1 000 251 277
Impairment provision	(70 122 151)	(51 173 835)
Net advances	1 003 112 784	949 077 442

Impairment provision

Opening balance	51 173 835	70 571 878
Impairment recognised in profit or loss	13 405 514	18 137 172
Utilisation of allowance for impairment	(7 734 059)	(24 438 204)
Foreign exchange movements	13 276 861	(13 097 011)
Closing balance	70 122 151	51 173 835

5. Investments in associates

	30-Jun-21	31-Dec-20
Opening balance	107 993 030	113 111 018
Share of profits	(125 454)	478 135
Share of other comprehensive (loss)/income	(366 087)	66 233
Transferred to investment in subsidiary	6 762 733	-
Movement in currency translation reserve	3 198 472	(5 662 356)
Closing balance	117 462 694	107 993 030

On 1 January 2021, the suspension of the minority protection rights to the Traficc Group expired. Consequently, the Group's investment in the Traficc Group no longer meet the definition of control as defined by IFRS 10. However, the Group continues to exercise significant influence over the Traficc Group.

As a result, the Group no longer accounts its investments in the Traficc Group as subsidiaries but reverted to the recognition as an investment in associates and the Group again accounted for its share of earnings and other comprehensive income of the associate.

6. Property and equipment and intangible assets

During the period, the Group spent USD 2.4 million on office equipment, furniture and fittings, computer equipment, motor vehicles, leasehold improvements and intangible assets.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar

7. Borrowings

	2021			2020		
	Senior	Subordinated	Total	Senior	Subordinated	Total
Corporate bonds	304 907 919	78 683 108	383 591 027	306 368 459	78 197 963	384 566 422
Other term loans	717 606 106	20 000 000	737 606 106	690 249 659	20 000 000	710 249 659
Revolving credit facility	7 034 526	-	7 034 526	30 418 833	-	30 418 833
Subtotal	1 029 548 551	98 683 108	1 128 231 659	1 027 036 951	98 197 963	1 125 234 914
Less: deferred transaction costs	(16 051 132)	(152 610)	(16 203 742)	(14 179 893)	(192 874)	(14 372 767)
Total	1 013 497 419	98 530 498	1 112 027 917	1 012 857 058	98 005 089	1 110 862 147

8. Share capital and treasury shares

	30-Jun-21	31-Dec-20
Share capital	31 384	31 384
Share premium	315 336 346	315 336 346
Share application monies	-	104 937
Convertible equity instrument	60 560 000	60 560 000
Limited-voting B Shares	30 000 000	30 000 000
Total share capital	405 927 730	406 032 667
Treasury shares	(3 788 150)	(3 893 087)
Total share capital and treasury shares	402 139 580	402 139 580
Number of Ordinary shares	31 361 973	31 361 973
Number of Limited-voting B Shares	30	30

9. Events after the reporting period

The ongoing global outbreak of the coronavirus ("COVID-19") that 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 government employees. 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, that would significantly affect the financial position of the company as laid out in these financial statements.

The board of directors together with the Asset-Liability Committee and Audit Risk Committee 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.