



**MTN Zakhele Futhi (RF) Limited**  
**Annual Financial Statements**  
for the year ended **31 December 2020**



# **MTN Zakhele Futhi (RF) Limited**

(Registration number 2016/268837/06)

Annual Financial Statements for the year ended 31 December 2020

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The reports and statements set out below comprise the annual financial statements presented to the shareholders:

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### **Preparer**

Siyabonga Zokoza

Senior Financial Officer: Central Finance – Nedbank Limited

### **Supervised by**

Jaynesh Padayachy CA(SA)

Senior Financial Manager: Central Finance – Nedbank Limited

## **Board of directors**

*For the year ended 31 December 2020*

### **Belinda Mapongwana (47)**

*Bachelor of Social Science (UCT), Bachelor of Laws (UCT), Master of Laws (International Business Law) (Vrije Universiteit, Amsterdam), Postgraduate Certificate in Compliance Management (UCT)*

Independent Non-executive Director (Appointed: 22 June 2020; Appointed as Independent Non-executive Chairperson on 16 September 2020)

Member of the Audit, Risk & Compliance Committee (Appointed: 9 April 2021)

Belinda is currently the non-executive director of Nordex Energy SA, TUHF Limited, TUHF Holdings Limited, TUHF Equity Proprietary Limited, and Prosiarius Proprietary Limited.

She is an admitted attorney with over 15 years post-admission experience. She specialises in all aspects of mergers and acquisition transactions, corporate commercial law, compliance, risk and corporate governance. She spent some time in New York where she worked on several mergers and acquisitions, private equity and structured finance transactions. Belinda has experience in compliance and risk management having worked in investment banks in Johannesburg, New York and London.

Belinda is the founder of Mapongwana Attorneys Inc. a 100% black woman-owned boutique law firm that offers specialist legal services in corporate and commercial law. Belinda is also the Chairperson of the Nordex Education Trust and a member of the UNISA Council.

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### **Sindisiwe N Mabaso-Koyana (51)**

*CA(SA), B Comm (Natal), Post Graduate Diploma in Accounting (Natal)*

Non-executive Director (Appointed: 6 June 2017; Resigned as Independent Non-executive Chairperson on 16 September 2020)

Member of the Audit, Risk & Compliance Committee (Appointed: 9 June 2017; Resigned 16 September 2020)

Sindi is currently the Chairperson of African Women Chartered Accountants (AWCA) Investment Holding Company and the Chairperson of the Advanced Group of Companies. She is the founder member and former President of the African Women of Chartered Accountants. Her other board positions include that of a non-executive director for MTN Group Limited, Toyota South Africa Motors (Pty) Ltd and Sun International Limited.

Sindi is a Chartered Accountant by profession with experience in financial management, auditing and governance in both the public and private sector. She is a renowned leader and champion in growth and development of young women. She has been named by The Financial Mail as one of the top 20 most powerful business women in South Africa and was a finalist for the Business Woman of the Year Award in 2004. In 2013 she was nominated by The CEO Magazine as the most Influential Women in Business and Public Sector.

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### **Edward Pitsi (37)**

*CA(SA), Masters in Finance (University of Pretoria), EMBA (INSEAD)*

Independent Non-executive Director (Appointed: 22 June 2020)

Member of the Audit, Risk & Compliance Committee (Appointed: 16 September 2020)

Edward is currently a non-executive director of Ethos Mid-Market Fund I Proprietary Limited, Autozone Holdings Proprietary Limited, Kevro Holdings Proprietary Limited, Gammatek Holdings Proprietary Limited and Synerlytic Holdings Proprietary Limited.

Edward is the Managing Partner at Ethos Mid-Market Fund which holds 4.05% of the MTN Zakhele Futhi issued ordinary share capital. Prior to joining Ethos, he worked in the Acquisition and Leveraged Finance team at Barclays Africa Group after completing his articles at PriceWaterhouseCoopers. He has investment experience across various sectors including but not limited to TIC, Technology and Connectivity, Automotive, Industrials and Business Services.

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## **Board of directors**

*For the year ended 31 December 2020*

### **Grant G Gelink (71)**

*CA(SA), BComm, BCompt (Hons)*

Independent Non-executive Director (Appointed: 9 June 2017)

Chairman of the Audit, Risk & Compliance Committee (Appointed: 9 June 2017)

Grant is a non-executive director of FirstRand Limited, Grindrod Limited, Allied Electronics Limited and Rain Group Holdings Proprietary Limited.

He was the chief executive of Deloitte & Touche from 2006 to 2012. His vast experience at Deloitte spans over 26 years and includes being Lead Client Service Partner across a number of different industries servicing clients such as Barloworld, Imperial Holdings, Murray & Roberts, Nedbank, Sappi, South African Airways and Transnet.

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### **Manana Nhlanhla (68)**

*BSc and Masters in Information Science*

Non-executive Director (Appointed: 22 June 2020)

Member of the Audit, Risk & Compliance Committee (Appointed: 16 September 2020; Resigned: 9 April 2021)

Manana is a non-executive director of Mion Holdings Proprietary Limited, RCL Foods Limited, Manyoro Limited, Prospect Resources Limited (Australia), Vunani Fund Managers Limited and Zimbabwe Crocodiles Limited.

She is a former university lecturer in Information Science. Over the past 20 years Manana has been involved in leading Mion Holdings, a private equity company that owns 8.2% of the shares in MTN Zakhale Futhi. Under Mion Holdings Manana runs KALIPA Foundation which sponsors education and Trustee of the Do-More-Foundation started by RCL Foods

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### **Sonja De Bruyn (49)**

*LLB (Hons), MA: Economic Policy Management, SFA (UK), Harvard Executive Program*

Non-executive Director (Appointed: 6 June 2017; Resigned: 22 June 2020)

Member of the Audit, Risk & Compliance Committee (Appointed: 9 June 2017; Resigned: 22 June 2020)

Sonja is a non-executive director of RMB/RMI Holdings, Discovery Holdings Limited and Remgro. Sonja is also the Chairperson of Ethos Mid-Market Fund I GP Proprietary Limited.

Sonja is the founder and principal partner of investment, advisory and funding management firm Identity Capital Partners. She commenced her career in investment banking in 1997, working on mergers and acquisitions, privatisations, IPO's and financings, ultimately becoming a vice-president of Deutsche Bank. She was appointed as executive director of Women's Development Bank Investment Holdings from 2002 to 2007. She was previously a trustee of the National Empowerment Fund and member of the Presidential Working Group on BEE. Sonja has been awarded and recognised by the Black Management Forum and the Association of Black Securities and Investment Professionals. She is an Alumni Young Global Leader of the World Economic Forum.

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# **Chairperson's report**

*For the year ended 31 December 2020*

## **Introduction**

In 2016 MTN Group Limited set up MTN Zakhele Futhi (RF) Limited (MTN Zakhele Futhi or the Company), a vehicle for qualifying black South Africans to invest in MTN Group Limited (MTN Group or MTN), a leading emerging markets telecoms service provider.

MTN Zakhele Futhi has an approximate 4% shareholding in MTN Group. This investment is the Company's only asset. The Company also administers the associated funding of this investment – being the preference shares subscribed for by third party debt providers and a notional vendor finance facility obtained from MTN Group.

On 25 November 2019, MTN Zakhele Futhi listed on the BEE Segment of the JSE marking the end of the "Minimum Investment Period". The listing provides shareholders with the ability to trade their shares between qualifying black people and black groups on the open market during the remaining Empowerment Period (which ends on 23 November 2024).

80.6% of the shareholders hold fewer than 500 ordinary shares showing the true broad-based nature of the scheme.

## **Impact of Covid-19**

On 15 March 2020 the President of the Republic of South Africa declared South Africa to be in a "National State of Disaster" due to the increasing impact of the Covid-19 virus in South Africa. The Covid-19 pandemic has had an unprecedented global impact to which MTN Zakhele Futhi has not been immune. As with those shares listed on the global stock exchanges, the prices of shares on the JSE, and the shares of MTN and MTN Zakhele Futhi, were adversely impacted. Although a significant recovery has been seen in the MTN share price since the outbreak of the pandemic, it has not yet consistently reached those levels seen during the 2019 financial year.

The 2020 financial year has been a challenging year for MTN Zakhele Futhi. For the first time in recent history, MTN Group announced that no interim dividend would be paid for the six-month period ended 30 June 2020, having a direct impact on MTN Zakhele Futhi's liquidity. An advance of R15,0 million was received from Mobile Telephone Networks Holdings Limited during September 2020 to enable the Company to meet its short-term commitments until the anticipated receipt of a year-end dividend from MTN.

On 10 March 2021 MTN announced that as a result of uncertainties around cash upstreaming from Nigeria, the timing of their asset realisation programme proceeds and the impact of Covid-19, it was suspending their dividend policy and would not be declaring a final dividend for the financial year ended 31 December 2020. As MTN Zakhele Futhi's only material investment and asset consists of MTN Shares, the Company is entirely dependent on the receipt of dividends from MTN. The suspension of MTN's dividend policy has therefore had a significant impact on the ability of MTN Zakhele Futhi to continue as a going concern and created material uncertainty around this assumption.

We would like to thank MTN and Mobile Telephone Networks Holdings Limited (MTN Holdings) for their continued commitment to support MTN Zakhele Futhi and its shareholders through the further provision of additional financial assistance up to the amount of R75,0 million to enable the Company to meet its cash requirements for the next 12-month period.

The amounts provided by MTN Holdings to address the liquidity issues being faced by MTN Zakhele Futhi have negatively impacted the gearing in the Company due to the interest-bearing nature of all funding provided by MTN Holdings. The MTN Zakhele Futhi board will continue with their efforts to protect the investment made by its shareholders.

## **Changes to the MTN Zakhele Futhi board**

The 2020 financial year saw the resignation of Sonja De Bruyn who was appointed to the MTN Zakhele Futhi board in June 2017. We would like to thank her for her wise counsel and invaluable contribution to the board over the years and wish her well for her future endeavours.

The MTN Zakhele Futhi board followed a rigorous recruitment process, which commenced at the end of the 2019 financial year, prior to appointing myself, Edward Pitsi and Manana Nhlanhla during June 2020. Sindi Mabaso-Koyana resigned as chairperson of the MTN Zakhele Futhi board on 16 September 2020 but continues in her role as non-executive director on the board. I would like to thank Sindi for all the guidance and support during my transition period and look forward to working with this dynamic group of people who bring different skills and expertise to the MTN Zakhele Futhi board.

# **Chairperson's report**

*For the year ended 31 December 2020*

## **Financial performance**

The Company's financial performance is based entirely on the MTN Group share price and any dividend declared and received from MTN Group during the year.

At 31 December 2020, the Company recognised a profit after taxation of R146,1 million (2019: R38,0 million loss). The profit is attributable to the dividend received from MTN Group in April 2020 being significantly greater than the loss on the re-measurement of the derivative financial instrument. The loss on the re-measurement of the derivative financial instrument is largely due to the further decline in the MTN Group share price from R82,49 at 31 December 2019 to R60,19 at 31 December 2020.

The decline in the MTN Group share price since the prior financial year also resulted in a fair value loss of R1 139,8 million (2019: R 332,7 million) being recognised in the statement of comprehensive income.

## **Repayment and refinancing of MTN Zakhele Futhi's debt**

During April 2020, the Company received R272,8 million (2019: R399,5 million) in dividend income from MTN Group and was able to repay debt in excess of the budgeted repayment schedule. This income was used firstly to pay the Company's permitted operational costs and tax with the remainder of the dividend income being used to pay dividends owing to the preference shareholders and to reduce the capital portion of the debt owing to the preference shareholders.

R212,6 million of the dividend income was applied towards the early redemption of the preference shares on 15 April 2020. This will ultimately result in a reduction of dividends payable on the preference shares over the life of these instruments.

At the onset of the transaction, the preference shares were redeemable after five years from the date of issue, being 23 November 2022. During December 2020 the holders of the preference shares agreed to extend this date by a further 12 months, requiring the preference shares to be redeemed after six years from date of issue. The extension of the redemption date of the preference shares has had a positive effect on the liquidity issues faced by the Company during the year.

## **Shareholder support**

Effective and efficient shareholder communication is essential to ensure that shareholders are kept up to date. The Company will continue to use SMS communication as their main means of communication. Notices of the Annual General Meetings will be sent by email, SMS or post to all registered shareholders. To enable MTN Zakhele Futhi to effectively communicate with shareholders and maintain up to date records, shareholders are requested to notify the MTN Zakhele Futhi Administrator of all changes to their SMS contact details, postal address, status and banking details by calling the designated Call Centre on **083 900 6863** between 08h00 and 17h00 Mondays to Fridays. Agents will log their call and take them through the process and documentation needed to effect such changes. Shareholders are encouraged to familiarise themselves with the information published from time to time on the MTN Zakhele Futhi website by visiting [www.mtnzakhelefuthi.co.za](http://www.mtnzakhelefuthi.co.za).

Shareholders, even those not wishing to trade their MTN Zakhele Futhi shares, are asked to register their trading accounts and can elect to use either the facilitated (through Nedbank Private Wealth) or independent trading processes. We once again encourage all our shareholders to make sound investment decisions when electing to sell, hold or buy their MTN Zakhele Futhi shares in order to maximise the true value of their investment.

## **Prospects**

Due to the nature and purpose of MTN Zakhele Futhi, its prospects are aligned with the prospects of the MTN Group. The MTN Zakhele Futhi board will continue with their efforts to provide support and value to its shareholders.

## **Annual General Meeting**

Given the Covid-19 pandemic, our concern for the health and safety of our stakeholders and the regulations that remain in place restricting public gatherings the Company will once again hold its annual general meeting through electronic means and shareholders will not be able to attend this meeting in person.

We would like to encourage shareholders to attend the annual general meeting. Further details of the time, date and venue will be communicated to shareholders in due course.

## **Chairperson's report**

*For the year ended 31 December 2020*

### **Appreciation**

While the 2020 financial year has been challenging for MTN Zakhele Futhi, we remain optimistic and are encouraged by the support we have received from MTN.

I would like to thank my fellow board members, all our stakeholders and partners for their commitment and support to ensure that MTN Zakhele Futhi is a valuable investment for its shareholders.

**Belinda Mapongwana**

*Chairperson*

23 April 2021

# Audit, risk & compliance committee report

For the year ended 31 December 2020

The MTN Zakhele Futhi (RF) Limited audit, risk and compliance committee presents its report in terms of section 94(7)(f) of the Companies Acts and as recommended by King IV in respect of the financial year ended 31 December 2020.

## Membership and meeting attendance

The Company constituted the audit, risk and compliance committee on 15 November 2016. Members of the committee are formally nominated by the board and ratified by the shareholders at the next annual general meeting. Members of the audit, risk and compliance committee were all independent non-executive directors of the Company. The composition of the committee and the attendance at meetings by its members are set out below:

Members	Attendance
Grant Gelinck	2/2
Sindisiwe Mabaso – Koyana <sup>(2)</sup>	1/1
Edward Pitsi <sup>(3)</sup>	1/1
Manana Nhlanhla <sup>(3)</sup>	1/1
Belinda Mapongwana <sup>(4)</sup>	0/0
Sonja De Bruyn <sup>(1)</sup>	1/1

(1) Resigned as a member of the audit, risk & compliance committee on 22 June 2020.

(2) Resigned as a member of the audit, risk & compliance committee on 16 September 2020.

(3) Appointed as a member of the audit, risk & compliance committee on 16 September 2020. Resigned as a member on 9 April 2021.

(4) Appointed as a member of the audit, risk & compliance committee on 9 April 2021.

Biographical details of members at 31 December 2020 are set out on pages 2 to 3 of this annual report.

The external auditors attend all audit, risk and compliance committee meetings. The committee meets at least twice a year.

The committee is satisfied that the members thereof have the required knowledge and experience as set out in Section 94(5) of the Companies Act and Regulation 42 of the Companies Regulation, 2011. Although Belinda Mapongwana also holds the position as Chairperson of the Board, the Committee believes that she meets the independence criteria as set out in the Companies Act and will be able to effectively discharge her duties. The effectiveness of the committee as a whole and its individual members are assessed on an annual basis.

The audit, risk and compliance committee perform the duties laid upon it by section 94(7) of the Companies Act, by holding meetings with the key role-players on a regular basis and by the unrestricted access granted to the external auditors.

## Independence of the external auditor

The Company's external auditor is SizweNtsalubaGobodo Grant Thornton Inc. The fee paid to the auditor for the year under review is disclosed in note 13 to the annual financial statements.

The committee satisfied itself through enquiry that the external auditor is independent, as defined by the Companies Act and as per the standards stipulated by the auditing profession. Requisite assurance was sought and provided by the Companies Act that internal governance processes within the firm support and demonstrate the claim to independence.

The audit, risk and compliance committee agreed to the terms of the engagement. The audit fee for the external audit has been considered and approved, taking into consideration such factors as the timing of the audit, the extent of the work required and the scope.

## Expertise and experience of finance function

The committee satisfied itself that the composition, experience and skills set in the finance function meets the Company's requirements.

The administration of the Company's statutory records and accounting is outsourced to Nedbank Limited, acting through its Share Scheme Administration Division.

The authority and responsibility for all management decisions lies with the board of director.

# Audit, risk & compliance committee report

For the year ended 31 December 2020

## Execution of functions of the audit risk and compliance committee

The committee is satisfied that, in respect of the financial year under review, it has discharged its duties and responsibilities in accordance with its terms of reference and in terms of the Companies Act.

The committee performed the following activities during the year under review:

- reviewed the reports of the external auditors regarding their audit and where necessary requested appropriate responses from the service providers appointed by the board of directors;
- reviewed and approved the policy for non-audit services that may be provided by the external auditors. This policy sets out those services that may be provided by the external auditors and the required authorisation process;
- approved the non-audit related services, where applicable, performed by the external auditors during the year in accordance with the policy established and approved by the board;
- approved the fees and engagement terms of the external auditors for the 2020 audit;
- considered the independence and objectivity of the external auditors and ensured that the scope of additional services provided did not impair their independence;
- recommended the external auditors for re-appointment; and
- reviewed legal matters that could have a significant impact on the organisation's annual financial statements.

After assessing the requirements set out in section 94(8)(a)-(c) of the Companies Act, the committee is satisfied with the independence and objectivity of the external auditors.

Following the review by the committee of the annual financial statements of the Company for the year ended 31 December 2020 and based on the information provided to it, the committee considers that, in all material respects, the Company complies with the provisions of the Companies Act, International Financial Reporting Standards and the Listing Requirements of the JSE Limited relating to Asset Backed Securities and that the accounting policies applied are appropriate and consistent. The committee recommended the Company's annual financial statements for the year ended 31 December 2020 for approval by the board on 23 April 2021.

The committee concurs with the board of directors that the adoption of the going concern assumption in preparation of the annual financial statements, and the material uncertainty thereof, is appropriate.

**Grant Gelink**

*Chairperson: Audit, Risk & Compliance Committee*

23 April 2021

## **Directors responsibilities and approval**

*For the year ended 31 December 2020*

The directors are required in terms of the South African Companies Act 71 of 2008 (Companies Act) to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. The annual financial statements fairly present the state of affairs of the company as at the end of the year and the results of its operations and cash flows for the year then ended, in conformity with International Financial Reporting Standards (IFRS) and the Listing Requirements of the JSE Limited relating to Asset Backed Securities. The external auditor is engaged to express an independent opinion on the annual financial statements.

The annual financial statements are prepared in accordance with IFRS and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Company and all employees of Nedbank Limited, in its capacity as the administrator of the Company, are required to maintain the highest ethical standards in ensuring the Company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are responsible for the Company's system of internal control and are of the opinion that the systems of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The going concern assumption has been adopted in preparing the Company's annual financial statements. The directors have reviewed the company's cash flow forecast for the 12-month period to 31 December 2021 and, in light of this review and the current financial position, they are satisfied that the company has or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditor is responsible for independently auditing and reporting on the company's annual financial statements. The annual financial statements have been examined by the company's external auditor and their report is presented on pages 15 to 18.

The annual financial statements set out on pages 19 to 53, were approved by the board on 23 April 2021 and were signed on their behalf by:

**Belinda Mapongwana**

*Chairperson: Board of Directors*

23 April 2021

**Grant Gelink**

*Chairperson: Audit, Risk & Compliance Committee*

23 April 2021

## **Company secretary's certification**

*For the year ended 31 December 2020*

We certify that to the best of our knowledge and belief, the Company has lodged with the Companies and Intellectual Property Commission, all such returns and notices required of a public company in terms of section 88(2) (e) of the Companies Act, No 71 of 2008, as amended, in respect of the period ended 31 December 2020 and that such returns and notices are, to the best of our knowledge and belief, true, correct and up to date.

**Nedbank Limited**

*Company Secretary*

23 April 2021

# **Directors report**

*For the year ended 31 December 2020*

The directors have pleasure in presenting their report, for the year ended 31 December 2020.

MTN Zakhele Futhi is a special purpose company which only has non-executive directors and does not employ any employees. The Company has engaged various service providers with the necessary expertise and experience to provide all services required by MTN Zakhele Futhi to effectively carry out its functions and activities. The board of directors retain full authority and responsibility for all management decisions taken and carried out by its service providers.

The MTN Zakhele Futhi board recognises that, at the core of MTN Zakhele Futhi's corporate governance system, it is ultimately responsible and accountable for the performance and affairs of the Company. The board embraces the principles of good corporate governance as set out in the guidelines of the Code of Good Governance Principles for South Africa as laid out in the King Report on Corporate Governance. As required by the Listing Requirements of the JSE Limited relating to Asset Backed Securities the MTN Zakhele Futhi board has implemented the recommendations of the King Code through the application of the King Code disclosure and application regime.

The principles relating to the appointment of a Chief Executive Officer and Chief Financial Officer to the board to achieve a balance of power have not been applied. The Company has engaged service providers with the necessary expertise and experience to provide all services required by the Company in this regard, with the ultimate responsibility residing with the board of directors. This has been the case for the full period under review.

There is a clear policy evidencing balance of power and authority at board level to ensure that no director has unfettered powers of decision making.

MTN Zakhele Futhi is committed to business integrity, transparency and professionalism in all its activities to ensure that it acts ethically and responsibly to enhance the value of its business and benefit of all stakeholders.

The material risks applicable to MTN Zakhele Futhi are available in the Pre-Listing Statement issued on 11 November 2019. The Pre-Listing Statement is available on <https://www.mtnzakhelefuthi.co.za/docs>. An additional risk relating to the adverse effect of Covid-19 on the financial results of the Company was identified during the financial year. Further disclosure in respect of this risk and the resulting impact on MTN Zakhele Futhi has been provided in Note 8 and Note 21 of the annual financial statements.

## **1. Incorporation and nature of business**

MTN Zakhele Futhi was incorporated as a public company under the laws of the Republic of South Africa on 21 June 2016.

The Company is incorporated as the special purpose investment vehicle to effect MTN Group's Broad Based Black Economic Empowerment ("BBBEE") transaction. The implementation of the scheme followed the approval of the necessary elements of the BBBEE transaction by the shareholders of MTN Group on 7 October 2016.

MTN Zakhele Futhi is engaged in acquiring and holding shares in MTN Group on behalf of the participating black public.

Due to the nature of the Company, MTN Zakhele Futhi has received a condonation from the Companies Tribunal of the Republic of South Africa from establishing a Social and Ethics Committee. This condonation is in place for a five-year period which expires in March 2024.

During the financial year MTN Zakhele Futhi was in compliance with the provisions of the Companies Act and applicable laws of the Republic of South Africa and was operating in conformity with its Memorandum of Incorporation.

## **2. Operating and financial review**

The operating results and state of affairs of the Company are fully set out in the attached annual financial statements.

Net profit after tax of the Company for the year was R145,9 million (2019: R38,0 million loss), after tax expenses of R0,2 million (2019: R0,9 million).

## **3. Share capital**

The issued share capital consisted of 8 ordinary shares issued on incorporation at no par value. A total of 123 416 818 ordinary shares were issued subsequently on 23 and 24 November 2016 as part of the BBBEE transaction. The shares were issued at R20 per share on the date of issue.

## **Directors report**

*For the year ended 31 December 2020*

The ordinary shares were listed on the JSE Limited on 25 November 2019.

### **4. Dividends**

No ordinary dividends were declared or paid during the current or prior year.

### **5. Directorate**

The Company has a unitary board comprising of five (2019: three) non-executive directors and is committed to ensuring that there is a clear balance of power and authority at the board of directors' level. This is evident in the Memorandum of Incorporation where the powers of the directors have been clearly stipulated. The aim is to promote objectivity and reduce the possibility of conflicts of interest.

The directors of the Company in office for the period of this report are as follows:

<b>Director</b>	<b>Appointment / Resignation</b>
Sindisiwe Mabaso-Koyana	Appointed 6 June 2017
Sonja De Bruyn	Appointed 6 June 2017; Resigned 22 June 2020
Grant Gelink	Appointed 9 June 2017
Belinda Mapongwana	Appointed 22 June 2020
Edward Pitsi	Appointed 22 June 2020
Manana Nhlanhla	Appointed 22 June 2020

### **6. Auditors**

SizweNtsalubaGobodo Grant Thornton Inc., will, subject to shareholders approval at the annual general meeting, continue in office in accordance with section 90 of the Companies Act.

### **7. Secretary**

Nedbank Limited, acting through its Group Secretariat, was appointed on 15 February 2017 as Company Secretary.

The address of the Company Secretary is:

Postal and physical address: 135 Rivonia Road  
Sandown  
Johannesburg  
2193

# Directors report

For the year ended 31 December 2020

## 8. Directors' interests in shares

As at 31 December 2020, the directors of the Company held the following number of direct or indirect beneficial interests in the issued ordinary shares of the Company:

	2020		2019	
	Direct	Indirect	Direct	Indirect
Sindisiwe Mabaso-Koyana	-	50 000	-	50 000
Sonja De Bruyn <sup>(1)</sup>	-	-	-	5 000 000
Grant Gelink	61 023	-	61 023	-
Belinda Mapongwana <sup>(2)</sup>	-	-	-	-
Edward Pitsi <sup>(2)</sup>	-	5 000 000	-	-
Manana Nhlanhla <sup>(2)</sup>	-	10 065 658	-	-
	<b>61 023</b>	<b>15 115 658</b>	<b>61 023</b>	<b>5 050 000</b>

(1) Resigned on 22 June 2020.

(2) Appointed on 22 June 2020.

The register of directors' and others interests in shares of the Company is available to shareholders on request.

There have been no changes in beneficial interests of the directors that occurred between the end of the reporting period and the date of this report.

## 9. Meetings held by the board

The board held 4 meetings during 2020 and the members attended the meetings as follows:

	Attended
Sindisiwe Mabaso-Koyana	3/4
Sonja De Bruyn <sup>(1)</sup>	1/1
Grant Gelink	4/4
Belinda Mapongwana <sup>(2)</sup>	3/3
Edward Pitsi <sup>(2)</sup>	3/3
Manana Nhlanhla <sup>(2)</sup>	3/3

(1) Resigned on 22 June 2020.

(2) Appointed on 22 June 2020.

## 10. Borrowing powers

Borrowing capacity is determined by the directors and is limited in terms of the Memorandum of Incorporation.

## 11. Events after the reporting date

On 10 March 2021 MTN announced that it was suspending payment of a final dividend for the financial year ended 31 December 2020. As MTN Zakhele Futhi's only material investment and asset consists of MTN Shares this has a direct impact on the company's liquidity and its ability to pay scheduled payments owing to the third-party funders and operational costs as they become due and payable. The MTN Zakhele Futhi directors approached MTN to request additional funds to be made available to MTN Zakhele Futhi to address its immediate liquidity shortfall.

## **Directors report**

*For the year ended 31 December 2020*

In order to assist the company in meeting its liquidity shortfall Mobile Telephone Networks Limited agreed to provide an advance of up to R75,0 million and MTN issued a letter of comfort to MTN Zakhele Futhi on 16 April 2021.

On 9 April 2021 Manana Nhlanhla resigned as a member of the Audit, Risk and Compliance Committee and has been replaced by Belinda Mapongwana. Manana continues to serve as a non-executive director of the Company.

No other significant events have occurred between the reporting date and 23 April 2021 that require adjustment or disclosure.

### **12. Going concern**

The directors have reviewed the Company's budget and cash flow forecast for the year ahead. On the basis of this review, and in light of the current financial position of the Company and financial assistance from MTN Holdings, the directors are satisfied that the Company has sufficient funds for the foreseeable future to continue as a going concern. However, due to the factors set out in Note 21 the directors have concluded that a material uncertainty exists around the application of the going concern assumption for the Company over the next 12-month period.

The annual financial statements set out on pages 19 to 53, which have been prepared on the going concern basis, were approved by the board on 23 April 2021 and were signed on its behalf by:

**Belinda Mapongwana**

*Chairperson*

23 April 2021



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**SNG Grant Thornton**  
20 Morris Street East  
Woodmead, 2191  
P.O. Box 2939  
Saxonwold, 2132  
**T +27 (0) 11 231 0600**

### **Independent auditors' report to the shareholders of MTN Zakhele Futhi (RF) Limited**

#### **Opinion**

We have audited the financial statements of MTN Zakhele Futhi (RF) Limited set out on pages 19 to 53, which comprise the statement of financial position as at 31 December 2020 and the statement of profit or loss, the statement of other comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes, comprising summary of significant accounting policies and other explanatory information.

In our opinion, these financial statements present fairly, in all material respects, the financial position of MTN Zakhele Futhi (RF) Limited as at 31 December 2020, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Material uncertainty relating to going concern**

We draw attention to note 21 in the financial statements, which indicates that a R75 million advance was provided by Mobile Telephone Networks Holdings Limited to assist MTN Zakhele Futhi (RF) Limited for the next 12 months and that MTN Zakhele Futhi (RF) Limited is dependent on MTN Group Limited for liquidity thereafter. MTN Group Limited has indicated MTN Group's intention to support the company should it not declare a dividend. This is however subject to approvals which could not be guaranteed at the time of the audit report. As stated in note 21, these events or conditions, along with other matters as set forth in note 21, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter Description	How the scope of our audit responded to the key audit matter
<p>Valuation of the derivative option were classified as Fair Value carried through profit or loss. MTN Zakhele Futhi obtained notional vendor finance (“NVF”) to facilitate the purchase of MTN Group shares. MTN Group issued 25 721 165 NVF shares to MTN Zakhele Futhi at a total subscription price of R2 572 on 23 November 2016. MTN Group has a call option against MTN Zakhele Futhi in respect of the shares included in the NVF facility.</p> <p>As at 31 December 2020; financial liabilities carried at fair value through profit or loss represented 53% of total financial liabilities classified as level 3 in the fair value hierarchy as prescribed by IFRS 13 Fair Value Measurement. Refer to Note 25 in the Annual Financial Statements for selected disclosures applicable to this matter.</p>	<p>As part of our audit, we identified relevant controls over valuation of financial instruments and evaluated the design and implementation of these controls.</p> <p>We assessed the models used by the management and rates applied at year-end and used valuation tools to re-perform valuations for the notional vendor finance liability.</p> <p>We considered sensitivities to key factors including:</p> <ul style="list-style-type: none"> <li>• assessing the impact of change in the MTN Group share price, impact of change in volatility; and</li> <li>• assessing the impact of interest rates used by comparing them to similar instruments.</li> </ul> <p>We also assessed the disclosures made relating to the valuation of financial instruments in relation to the fair value hierarchy to ensure consistency with the requirements of the relevant accounting standards and with the methodologies applied by management.</p> <p>Utilising our valuation experts, we assessed the appropriateness of key assumptions and inputs observable sources and have audited the inputs.</p>
<p>Financial instruments that are classified as level 2 or level 3 in the fair value hierarchy will have some element of estimation uncertainty inherent in their value, and the uncertainty is higher for level 3 financial instruments which, by their nature, are unobservable. These portfolios include certain derivative financial instruments. In addition, the notional outstanding debt at a given point in time is dependent on the dividends generated by MTN Group during the life of the option.</p> <p>The structure therefore represents a path dependent option which may increase the estimation uncertainty. As the determination of the valuation model of the derivative is complex, it is subject to estimation uncertainty and represents a material balance, this matter was considered to be a key audit matter in audit of the annual financial statements.</p>	
<p>The impact of the volatility of the MTN share price on debt covenants. A breach in covenants would result in the preference share debt becoming due and payable at the request of the preference shareholder which would have a pervasive impact on the financial statements.</p> <p>Refer to note 8 in the financial statements for disclosures relating to covenants.</p>	<p>As part of our audit, we assessed the loan agreements for any breaches of the covenants and correspondence issued by the preference share agents with the relevant counterparties.</p>

### **Other Information**

The directors are responsible for the other information. The other information comprises the information included in the document titled "MTN Zakhele Futhi (RF) Limited Annual Financial Statements for the year ended 31 December 20120", which includes the Directors' Report, the Audit and Risk Committee's Report and the Company Secretary's Certificate as required by the Companies Act of South Africa. The other information does not include the financial statements and our auditor's reports thereon.

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

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

### **Responsibilities of Directors for the financial statements**

MTN Zakhele Futhi (RF) Limited's directors are responsible for the preparation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the MTN Zakhele Futhi (RF) Limited's Board of Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Directors are responsible for assessing MTN Zakhele Futhi (RF) Limited's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless Directors either intends to liquidate MTN Zakhele Futhi (RF) Limited's or to cease operations, or has no realistic alternative but to do so.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of IPM's internal control.
- Conclude on the appropriateness of Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on MTN Zakhele Futhi (RF) Limited's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### ***Report on Other Legal and Regulatory Requirements***

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 04 December 2015, we report that SizweNtsalubaGobodo Grant Thornton has been the auditor of MTN Zakhele Futhi (RF) Limited for 5 years.

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**Agnes Dire**  
**SizweNtsalubaGobodo Grant Thornton Inc.**  
**Director**  
**Registered Auditor**

**23 April 2021**

**20 Morris Street East  
Woodmead, Gauteng  
South Africa  
2191**

## Statement of financial position

As at 31 December 2020

	Notes	31 December 2020 R '000	31 December 2019 R'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment in equities	2	3 076 564	4 216 411
		<b>3 076 564</b>	<b>4 216 411</b>
<b>Current assets</b>			
Current tax receivable		2	5
Cash and cash equivalents	5	6 578	18 240
Cash and cash equivalents - restricted funds	5	3 350	3 566
Other receivables	4	879	1 160
		<b>10 809</b>	<b>22 971</b>
<b>Total assets</b>		<b>3 087 373</b>	<b>4 239 382</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	6	2 468 336	2 468 336
Reserves	7	(2 597 457)	(1 377 875)
Accumulated profit		1 179 892	954 265
		<b>1 050 771</b>	<b>2 044 726</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Borrowings	8	922 340	1 165 613
Derivative financial instrument	3	1 080 510	1 000 775
Deferred tax	9	-	-
		<b>2 002 850</b>	<b>2 166 388</b>
<b>Current Liabilities</b>			
Borrowings	8	12 702	22 165
Advance from MTN	10	15 266	-
Other liability	12	2 860	3 566
Trade and other payables	11	2 924	2 537
		<b>33 752</b>	<b>28 268</b>
<b>Total Liabilities</b>		<b>2 036 602</b>	<b>2 194 656</b>
<b>Total Equity and Liabilities</b>		<b>3 087 373</b>	<b>4 239 382</b>

## Statement of profit or loss

For the year ended 31 December 2020

	Notes	31 December 2020 R '000	31 December 2019 R '000
Dividend Income	26	272 766	399 544
Directors' emoluments	20	(1 037)	(768)
Other operating expenses	13	(15 445)	(36 320)
<b>Operating profit</b>		<b>256 284</b>	<b>362 456</b>
Finance income	14	818	3 364
Finance costs incurred on financial liabilities measured at amortised cost	15	(31 246)	(99 717)
Loss on re-measurement of the derivative financial instrument	16	(79 735)	(303 210)
<b>Profit/(loss) before taxation</b>		<b>146 121</b>	<b>(37 107)</b>
Income tax expense	17	(229)	(942)
<b>Profit/(loss) for the year</b>		<b>145 892</b>	<b>(38 049)</b>
<b>Basic and diluted earnings per share (cents)</b>	27	<b>182,81</b>	<b>215,85</b>

## Statement of Comprehensive Income

For the year ended 31 December 2020

	Notes	31 December 2020 R '000	31 December 2019 R '000
<b>Profit/(loss) for the year</b>		<b>145 892</b>	<b>(38 049)</b>
<b>Other comprehensive loss:</b>			
<b>Items that may not be reclassified to profit or loss:</b>			
Loss on re-measurement of the investment in equities	7	(1 139 847)	(332 754)
Deferred tax on loss on re-measurement of the investment in equities		(1 139 847)	(332 754)
<b>Total comprehensive loss for the year</b>		<b>(993 955)</b>	<b>(370 803)</b>

## Statement of changes in equity

For the year ended 31 December 2020

	Share capital R '000	Investment in equities R '000	Other reserve* R '000	Total reserves R '000	Accumulated profit/ (loss) R '000	Total equity R '000
<b>Balance at 1 January 2019</b>	<b>2 468 336</b>	<b>(44 343)</b>	<b>(697 568)</b>	<b>(741 911)</b>	<b>689 104</b>	<b>2 415 529</b>
Loss for the year	-	-	-	-	(38 049)	(38 049)
Other comprehensive loss	-	(332 754)	-	(332 754)	-	(332 754)
<b>Total comprehensive loss the year</b>	<b>-</b>	<b>(332 754)</b>	<b>-</b>	<b>(332 754)</b>	<b>(38 049)</b>	<b>(370 803)</b>
Transfer between reserves**	-	-	(303 210)	(303 210)	303 210	-
<b>Balance at 31 December 2019</b>	<b>2 468 336</b>	<b>(377 097)</b>	<b>(1 000 778)</b>	<b>(1 377 875)</b>	<b>954 265</b>	<b>2 044 726</b>
<b>Balance at 1 January 2020</b>	<b>2 468 336</b>	<b>(377 097)</b>	<b>(1 000 778)</b>	<b>(1 377 875)</b>	<b>954 265</b>	<b>2 044 726</b>
Profit for the year	-	-	-	-	145 892	145 892
Other comprehensive loss	-	(1 139 847)	-	(1 139 847)	-	(1 139 847)
<b>Total comprehensive (loss)/income for the year</b>	<b>-</b>	<b>(1 139 847)</b>	<b>-</b>	<b>(1 139 847)</b>	<b>145 892</b>	<b>(993 955)</b>
Transfer between reserves**	-	-	(79 735)	(79 735)	79 735	-
<b>Balance at 31 December 2020</b>	<b>2 468 336</b>	<b>(1 516 944)</b>	<b>(1 080 513)</b>	<b>(2 597 457)</b>	<b>1 179 892</b>	<b>1 050 771</b>
Notes	6	7	7			

\* The other reserve account is used to record the losses and gains recognised on the re-measurement of the derivative financial instrument.

\*\* The transfer between reserves arises in respect of the loss on re-measurement of the derivative financial instrument that was recorded in profit and loss. The amount transferred is net of the related deferred tax.

## Statement of cash flows

For the year ended 31 December 2020

	Notes	31 December 2020 R '000	31 December 2019 R '000
<b>Cash flows from operating activities</b>			
Cash used in operations	18	(16 807)	(37 611)
Dividends received		272 766	399 544
Interest income received	14	818	3 364
Finance costs paid		(70 592)	(105 403)
Tax paid	19	(226)	(946)
<b>Net cash from operating activities</b>		<b>185 959</b>	<b>258 948</b>
<b>Cash flows from financing activities</b>			
Redemption of cumulative redeemable non-participating preference	8	(212 620)	(276 892)
Receipt of advance from MTN		15 000	-
Cash refunded to unsuccessful participants		(217)	(199)
<b>Net cash from financing activities</b>		<b>(197 837)</b>	<b>(277 091)</b>
<b>Total cash movement for the year</b>		<b>(11 878)</b>	<b>(18 143)</b>
Cash at the beginning of the year		21 806	39 949
<b>Total cash at the end of the year</b>	5	<b>9 928</b>	<b>21 806</b>

# **Accounting policies**

*For the year ended 31 December 2020*

## **1. Significant accounting policies**

The principal accounting policies applied in the preparation of these annual financial statements are set out below.

### **1.1 General Information**

MTN Zakhele Futhi (RF) Limited is an investment company that was specifically formed to facilitate the implementation of a Broad Based Black Economic Empowerment (BBBEE) transaction by MTN Group aimed at maintaining MTN Group's BBBEE status in support of South Africa's Broad Based Black Economic Empowerment Codes of Good Practice.

MTN Zakhele Futhi (RF) Limited is a public company incorporated in the Republic of South Africa. The company has registered its office at 135 Rivonia Road, Sandown, 2196, Johannesburg.

### **1.2 Basis of preparation**

The annual financial statements have been prepared on the going concern basis in accordance with, and in compliance with, International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretations Committee (IFRIC) interpretations issued and effective at the time of preparing these annual financial statements, the Companies Act 71 of 2008 of South Africa, as amended and the Listings Requirements of the JSE Limited relating to Asset Backed Securities.

These annual financial statements comply with the requirements of the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council.

The annual financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below. They are presented in Rands, which is the company's functional currency.

Amounts are rounded to the nearest thousand Rand.

The preparation of annual financial statements in conformity with IFRS requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period based on management's best knowledge of current events and actions.

It also requires management to exercise their judgement in the process of applying the company's accounting policies. Actual results may differ from these estimates. Refer to note 1.13 for the critical accounting estimates and judgements used in the preparation of the annual financial statements.

### **1.3 Financial instruments**

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

#### **Offsetting of 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.

# Accounting policies

For the year ended 31 December 2020

## 1.3 Financial instruments (continued)

### Classification and measurement

The company classifies financial assets and financial liabilities into the following categories:

- Financial assets at fair value through profit or loss (FVTPL)
- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVOCI)
- Financial liabilities at amortised cost

Classification is determined by both the company's business model for managing the financial instrument and the contractual characteristics of the financial instrument. Classification is re-assessed on an annual basis, except for derivatives and financial instruments designated as at fair value through profit or loss, which shall not be classified out of the fair value through profit or loss category.

All income and expenses relating to financial instruments that are recognised in profit or loss are presented within finance costs, finance income or dividends received, except for the impairment losses which are presented within other operating expenses.

Financial instruments are recognised initially at fair value, for instruments not at fair value through profit or loss, adjusted for any directly attributable transaction costs. Subsequent to initial recognition financial instruments are measured as described below:

- **Financial assets at fair value through profit or loss**

Financial assets at fair value through profit or loss are financial assets with a different business model other than "hold to collect" or "hold to collect and sell". Furthermore, irrespective of the business model, financial assets whose contractual cash flows are not solely payments of principle and interest (SPPI) are accounted for at FVTPL. Derivative financial instruments fall into this category unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise they are classified as non-current.

Assets in this category are measured at fair value with gains and losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The company has made the irrevocable election to account for the investment in MTN Group Limited shares, not classified as a derivative financial instrument, at fair value through other comprehensive income.

- **Financial assets at amortised cost**

Financial assets are measured at amortised cost if the asset meets the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

They are included in current assets except for maturities greater than 12 months after the end of the reporting period which are classified as non-current. After initial recognition, these are measured at amortised cost using the effective interest rate method. Discounting is omitted where the effect of discounting is immaterial. The entity's financial assets measured at amortised cost comprise other receivables and cash and cash equivalents.

# **Accounting policies**

*For the year ended 31 December 2020*

## **1.3 Financial instruments (continued)**

- **Financial assets at fair value through other comprehensive income**

The company has made the irrevocable election, in terms of IFRS 9.5.7.5 to account for the investment in MTN Group Limited shares, not classified as a derivative financial instrument, at fair value through other comprehensive income. This election has been made due to the nature of the asset and the business model applied in managing this financial instrument.

Any gains and losses recognised in other comprehensive income will not be recycled upon de-recognition of the asset.

- **Financial liabilities at amortised cost**

Financial liabilities comprise trade and other payables, borrowings, the advance received from MTN and other non-current liabilities (excluding provisions).

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the company has designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortised cost using the effective interest method. All interest related charges and, if applicable, changes in an instruments fair value that are reported in profit or loss are included within finance costs.

Borrowings and the advance received form MTN are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Refer to note 1.7 below for the accounting policy applicable to the preference shares and advance received from MTN.

### **De-recognition and Modifications**

Financial assets are derecognised when the contractual rights to receive cash flows from the financial asset have expired or when the financial asset and substantially all the risks and rewards of ownership are transferred.

Financial liabilities are derecognised when:

- the contractual rights or obligations specified in the contract expire or are extinguished, discharged, or cancelled;
- they are transferred and the derecognition criteria of IFRS 9 are met; or
- the contractual terms of the instrument are substantially modified and the derecognition criteria of IFRS 9 are met.

If the contractual cash flows of a financial liability measured at amortised cost are modified (renegotiated or rescheduled), the company considers whether this is a substantial modification to the original terms. If the changes are considered to be a substantial modification, the company derecognises the original financial liability and recognises a "new" liability at fair value, adjusted for transaction costs. Differences in the carrying amount are recognised in profit or loss as a gain or loss on derecognition. If the changes are considered to be an unsubstancial modification, the company does not derecognise the original financial liability. In such instances a modification gain or loss is calculated as the difference between the present value of the "new" cash flows discounted at the "old" effective interest rate and the carrying value of the financial liability on the date of modification. The modification gain or loss is recognised in the profit or loss.

### **Fair value**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A number of the company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair value has been determined for measurement and/or disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the note specific to that asset or liability.

Transfers between fair value levels (level 1, level 2 and level 3) occur when a manner in which the fair value is determined has changed.

# Accounting policies

For the year ended 31 December 2020

## 1.3 Financial instruments (continued)

- **Investment in equities**

Investments in equities are measured at fair value through other comprehensive income. The fair value of the investments in equities are determined by reference to their quoted closing bid price at the reporting date.

- **Other receivables**

Other receivables are classified as financial assets measured at amortised cost. The fair value of other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date, unless it is short-term in nature, in which case its amortised cost approximates fair value.

- **Derivative financial instrument**

Derivative financial instruments are classified at fair value through profit or loss.

A derivative is a financial instrument or other contract with all of the following characteristics:

- its value changes in response to a change in a specified interest rate, financial instrument price, commodity price, foreign exchange or other variable,
- it requires no initial net investment or an initial investment that is smaller than would be for other types,
- it is settled at a future date. Derivatives are classified at fair value through profit or loss.

Derivative financial instruments are initially recognised at fair value on the date the derivative contract is entered into and attributable transaction costs are expensed. Subsequently, derivative financial instruments are remeasured at their fair value and movements are recognised immediately in profit or loss.

The fair value of the derivative financial instrument which relate to the existing option, is estimated using valuation techniques. A Monte Carlo methodology was adopted to value the option. The Monte Carlo simulation allows for the option model to consider the dependencies which exist between the company value, the dividends paid, the notional funding value and the remitted value. Refer to note 3 for the respective assumptions used in the valuation.

- **Non-derivative financial liabilities**

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date, unless it is short-term in nature, in which case its amortised cost approximates fair value.

### Impairment of financial assets

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred loss model under IAS 39. The expected credit loss model requires the company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial asset. It is no longer necessary for a credit event to have occurred before credit losses are recognised.

IFRS 9 requires the company to recognise a loss allowance for expected credit losses on:

- trade receivables
- debt investments measured subsequently at amortised cost or at FVOCI

In particular, IFRS 9 requires the company to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit loss (ECL) if the credit risk on the financial instrument increased significantly since the initial recognition or if the financial instrument is a purchased or originated credit – impaired financial asset. However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit – impaired financial asset), the company is required to measure the loss allowance for that financial instrument at an amount equal to 12 months ECL. IFRS 9 also requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for trade receivables in certain circumstances.

# **Accounting policies**

*For the year ended 31 December 2020*

## **1.3 Financial instruments (continued)**

### **Impairment of financial assets (continued)**

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('stage 1')
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('stage 2')

Stage 3 would represent those financial assets that have objective evidence of impairment at the reporting date.

An ECL assessment has been performed for all qualifying financial assets in accordance with IFRS 9. No impairment loss has been identified through this assessment.

## **1.4 Other receivables**

Other receivables consist of accrued interest on the call accounts and prepayments relating to administration expenses that were paid in advance.

## **1.5 Trade and other payables**

Trade and other payables are initially measured at fair value plus transaction costs and are subsequently measured at amortised cost, using the effective interest rate method. These payables 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.

## **1.6 Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held on call and investments in money market instruments, net of bank overdrafts, all of which are available for use by the company. Bank overdrafts are included within current liabilities on the balance sheet, unless the entity has a legally enforceable right to set off the amounts and intends to settle on a net basis, or realise the asset and settle the liability simultaneously.

Restricted funds are deposits held and are not available for use by the company, as these are legally due to unidentified depositors.

## **1.7 Borrowings (Preference shares/Advance received from MTN)**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan 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.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in the statement of profit or loss as interest expense.

## **1.8 Tax**

### **Current tax assets and liabilities**

Current tax is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of the current period exceeds the amount due for this period, the excess is recognised as an asset.

Current tax liabilities (assets) are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

# **Accounting policies**

*For the year ended 31 December 2020*

## **1.8 Tax (continued)**

### **Deferred tax assets and liabilities**

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the annual financial statements.

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction which, at the time of the transaction, affects neither accounting profit nor taxable profit/(tax loss).

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income 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.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### **Tax expense**

The tax (credit)/expense for the period comprises current and deferred tax.

Current and deferred taxes are recognised in profit or loss, except to the extent that the tax relates to items recognised:

- in other comprehensive income; or
- directly in equity.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

Current tax and deferred taxes are charged or credited directly to equity if the tax relates to items that are credited or charged, in the same or a different period, directly in equity.

## **1.9 Share capital and equity**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities (note 1.7).

Incremental external costs directly attributable to the issue of new shares or options, other than in connection with a business combination, are shown in equity as a deduction, net of tax, from the proceeds.

## **1.10 Dividends payable**

Dividends payable are recognised as a reduction from equity in the period in which they are approved by the company's shareholders.

# **Accounting policies**

*For the year ended 31 December 2020*

## **1.11 Income recognition**

### **Interest income**

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the entity reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognised using the original effective interest rate.

### **Dividend income**

Dividend income is recognised in profit or loss when the right to receive payment is established.

## **1.12 Directors' emoluments**

Remuneration to directors in respect of the services rendered during the reporting period is expensed in that reporting period.

## **1.13 Significant judgements and sources of estimation uncertainty**

Estimates and judgements are continually evaluated and are based on several factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

### **Critical judgements in applying accounting policies**

The critical judgements made by management in applying accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognised in the annual financial statements, are outlined as follows:

#### **Income taxes**

Where applicable tax legislation is subject to interpretation, the Company makes assessments, based on expert tax advice, of the relevant tax that is likely to be paid and provides accordingly. When the final outcome is determined and there is a difference, this is recognised in the period in which the final outcome is determined.

For purposes of the annual financial statements we have assumed that the tax will be borne by MTN Zakhele Futhi. Deferred tax has been calculated at capital gains tax rate as the increase in the investment in MTN Group shares will only be realised on the sale thereof.

#### **Fair value of derivatives and other financial instruments**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The derivative instrument is based on assumptions as set out in note 3, these judgements and estimates are subject to change.

The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

# **Accounting policies**

*For the year ended 31 December 2020*

## **1.13 Significant judgements and sources of estimation uncertainty (continued)**

### **Impairment of fair value through other comprehensive income financial assets**

The company follows the guidance of IFRS 9 to determine when a fair value through other comprehensive income equity investment is impaired. This determination requires significant judgement.

In determining the need to impair the other comprehensive income equity instrument, the company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

The company determines that fair value through other comprehensive income equity instruments are impaired and recognised as such in other comprehensive income when there has been a significant or prolonged decline in the fair value below its cost. In making this judgement, the company evaluates, among other factors, the normal volatility in the fair value. In addition, the impairment may be appropriate when there is evidence of a deterioration in the financial health of the investee, industry or sector, or operational and financing cash flows or significant changes in technology.

There is no evidence of impairment of the MTN Group shares held by the Company at year end.

## **1.14 Expenses**

All expenses have been accounted for on the accrual basis. The expenditure is classified in accordance with the nature of the expense.

Expenses for the company include expenses of Jabisan 04 (RF) Proprietary Limited and the BFC2 Owner Trust.

Administration expenses of the company and Jabisan 04 (RF) Proprietary Limited are limited to the amounts set out in clause 3.1 of Annex A of the Company's Memorandum of Incorporation i.e. R15 million per annum prior to the commencement of the BEE Listing Period (as defined in the company's Memorandum of Incorporation), with an escalation allowance each year of the higher of 10% per annum or year-on-year changes in the CPI, on written approval of the Preference Share Agent and MTN Group plus the Administration Contingency Amount, plus an amount not exceeding R5 million in aggregate over the term of the Transaction (as defined in the company's Memorandum of Incorporation) in relation to the specific categories of costs and expenses set out in clause 3.1.2 of Annex A of the company's Memorandum of Incorporation.

Administration expenses include all service provider expenses payable by the company per the Transaction Documents (as defined in the company's Memorandum of Incorporation).

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020 R'000	31 December 2019 R'000
<b>2. Investment in equities</b>		
MTN Group Limited shares	3 076 564	4 216 411
<b>Reconciliation of the financial asset at fair value through other comprehensive income</b>		
Balance at the beginning of the year	4 216 411	4 549 165
Loss on re-measurement of the investment in equities	(1 139 847)	(332 754)
<b>Balance at the end of the year</b>	<b>3 076 564</b>	<b>4 216 411</b>

The investment consists of 51 114 213 (2019: 51 114 213) MTN Group Limited shares. The total investment together with the derivative financial instrument (refer note 3) comprises approximately 4% of MTN Group's issued share capital.

The shares were acquired for cash at a price of R4 593 511 342 on 23 November 2016.

The fair value of the investment is based on a quoted market price of R60,19 (2019: R82,49) per share as listed on the JSE Limited at 31 December 2020. The total loss recorded in other comprehensive income for the current financial year is R1 139 846 950 (2019: R332 754 527).

## 3. Derivative financial instrument

As part of the implementation of the MTN Group BBBEE scheme, MTN Zakhele Futhi obtained notional vendor finance ("NVF") to facilitate the purchase of MTN Group shares. MTN Group issued 25 721 165 NVF shares to MTN Zakhele Futhi at a total subscription price of R2 572 on 23 November 2016. MTN Group has a call option against MTN Zakhele Futhi in respect of the shares included in the NVF facility.

The notional outstanding debt at a given point in time is dependent on the dividends generated by MTN Group during the life of the option. The structure therefore represents a path dependent option. The Monte Carlo simulation was applied as the valuation technique, which is in line with standard market practice.

The value of the option at year end was a liability of R1 080 509 393 (2019: R1 000 774 652). The significant inputs into the model were the market share price of MTN Group shares of R60,19 (2019: R82,49), volatility of 47.08% (2019: 37.34%), a dividend yield of 11.59% (2019: 8.18%) and an expected option life of eight years from inception and an annual risk-free rate of 4.31% (2019: 6.91%).

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>3. Derivative financial instrument (continued)</b>		
In terms of the notional vendor financing agreement, the notional funding provided by MTN Group earns notional interest at 80% of Prime (NACM).		
The notional vendor balance accrued R276 million (2019: R330 million) in interest for the year ended 31 December 2020. The notional vendor finance at year end was R4 531 million (2019: R4 255 million)		
<b>Financial liability at fair value through profit and loss</b>		
Balance at the beginning of the year	(1 000 775)	(697 565)
Fair value adjustments recorded in profit and loss	(79 735)	(303 210)
<b>Fair value at end of the year</b>	<b>1 080 510</b>	<b>(1 000 775)</b>
<b>4. Other receivables</b>		
Accrued interest income	16	493
Prepayments	689	493
Amount owing by MTN	174	174
	<b>879</b>	<b>1 160</b>
The carrying amount of the other receivables approximates fair value.		
<b>5. Cash and cash equivalents</b>		
Cash and cash equivalents consist of:		
Bank balances	6 578	18 240
Restricted funds	3 350	3 566
	<b>9 928</b>	<b>21 806</b>
Cash and cash equivalents are denominated in South African Rands.		
The carrying amount of the cash and cash equivalents approximates fair value.		
R3,3 million (2019: R3,6 million) is held by the company for unsuccessful applicants that need to be refunded due to the fact that bank deposit references did not allow their deposits to be matched to their application for MTN Zakhele Futhi shares. This resulted in shares not being allocated to these applicants during the initial offer period. Funds are being refunded as and when applicants present themselves. The Company is not obliged to pay interest to the applicants on the amounts refundable. These funds are not available to the company for its own use and are therefore classified as restricted funds.		

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>6. Share capital</b>		
<b>Authorised share capital</b>		
300 000 000 ordinary shares of no par value		
3 200 000 cumulative redeemable non-participating preference shares		
<b>Issued share capital</b>		
8 ordinary shares of no par value issued on incorporation	*	*
123 416 818 ordinary shares of no par value (issued on 23 and 24 November 2016)	2 468 336	2 468 336
	<b>2 468 336</b>	<b>2 468 336</b>
*Amount less than R1 000		
Issued cumulative redeemable non-participating preference shares are classified as borrowings (note 8).		
The MTN Zakhele Futhi ordinary shares were subject to a minimum investment period of three years, from 24 November 2016 to 23 November 2019. Restricted trading of the MTN Zakhele Futhi ordinary shares is permissible between eligible individuals and groups, between the fourth to eighth years (ending 24 November 2024).		
<b>7. Reserves</b>		
Reserves consist of:		
Investment in equities reserve	(1 516 944)	(377 097)
Other reserve	(1 080 513)	(1 000 778)
	<b>(2 597 457)</b>	<b>(1 377 875)</b>
<b>Investment in equities reserve</b>		
Balance at the beginning of the year	(377 097)	(44 343)
Loss on the revaluation of the investment in equities financial asset	(1 139 847)	(332 754)
Deferred tax on the revaluation of the investment in equities financial asset	-	-
<b>Balance at the end of the year</b>	<b>(1 516 944)</b>	<b>(377 097)</b>
<b>Other reserve</b>		
Balance at the beginning of the year	(1 000 778)	(697 568)
Transfer of loss on revaluation of the derivative financial instrument	(79 735)	(303 210)
Deferred tax on the revaluation of the derivative financial instrument	-	-
<b>Balance at the end of the year</b>	<b>(1 080 513)</b>	<b>(1 000 778)</b>
The transfer between reserves arises in respect of the loss on the remeasurement of the derivative financial instrument that is recorded in profit or loss. The amount transferred is net of deferred tax calculated at the Capital Gains Tax (CGT) rate.		

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>8. Borrowings</b>		
Borrowings consist of the cumulative redeemable non-participating preference shares.		
Long-term portion	922 340	1 165 613
Short-term portion	12 702	22 165
	<b>935 042</b>	<b>1 187 778</b>
<b>Reconciliation of the cumulative redeemable non-participating preference shares</b>		
Balance at the beginning of the year	1 187 778	1 470 356
Capitalisation of transaction costs	(504)	-
Redemption of non-participating preference shares (redeemed at a par value of R1 000)	(212 620)	(276 892)
Interest paid on cumulative redeemable non-participating preference shares	(70 592)	(105 403)
Gain on IFRS 9 modification adjustment	(19 521)	-
Accrued interest at the effective interest rate	50 501	99 717
<b>Balance at the end of the year</b>	<b>935 042</b>	<b>1 187 778</b>
The above borrowings have been indirectly secured through the back-to-back preference shares issued by Jabisan 04 (RF) Proprietary Limited ("Jabisan 04").		
MTN Zakhele Futhi issued cumulative redeemable non-participating preference shares, on 23 November 2016, at an issue price of R1 000 per preference share to Jabisan 04. The preference shares were redeemable after 5 (five) years from the issue date i.e. 23 November 2021. During December 2020 the holders of the cumulative redeemable preference shares agreed to extend the scheduled redemption date by a period of 12 months i.e. to the date which is 6 (six) years from the issue date. The preference shares are now redeemable on 23 November 2022. There were no other changes to the terms and conditions attached to these preference shares.		
The transaction costs capitalised to the borrowings relate to the arrangement fees that were directly attributable to the issue of the preference shares.		
The preference shares are classified as debt instruments (financial liabilities) as they are mandatorily redeemable to the holders by no later than 23 November 2022.		
The extension to the scheduled redemption date is not considered to be a substantial modification. The original liability has therefore not been derecognised and a modification gain has been recognised in the profit or loss.		

# Notes to the Financial Statements

For the year ended 31 December 2020

31 December 2020	31 December 2019
R'000	R'000

## 8. Borrowings (continued)

The MTN Zakhele Futhi preference shares accrue preference share dividends at a Dividend Rate of 75% of the South African prime rate expressed as a simple rate of interest (compounded on each scheduled preference dividend date). The preference share dividends accrued (in arrears) are payable annually on 30 April and 30 September over the term of the preference shares, or such earlier date as may be agreed in writing by MTN Zakhele Futhi and the Preference Share Agent at least 5 (five) business days prior to 30 September of any year during the term of the preference shares.

The MTN Zakhele Futhi preference shares are subject to a trigger event if the one day VWAP of the MTN shares is R38 or less. This trigger event was revised during the year, with the consent of the MTN Zakhele Futhi shareholders, the preference shareholders, the company and MTN, from a one-day VWAP of R50 to a one-day VWAP of R38. The MTN Zakhele Futhi preference shares and are also subject to the following debt covenants:

MTN Net Debt to EBITDA	Trigger Event		Volatility Protection	
	Share Cover Ratio	Top-Up Required	Share Cover Ratio	Top-Up Required
< 2.00 times	2.00 times	2.90 times	2.30 times	2.60 times
> = 2.00 times	2.20 times	3.20 times	2.60 times	2.90 times

The total share cover is, as at any date, the ratio A:B where:

- A is the number of MTN Shares reflected in the Subject Share Security Account multiplied by the Five Day VWAP of the MTN Shares; and
- B is (a) the aggregate MTN Zakhele Futhi Redemption Amount (excluding any MTN Zakhele Futhi Margin Dividend) of the MTN Zakhele Futhi unredeemed preference shares as at that date calculated on the basis that the MTN Zakhele Futhi unredeemed preference shares were to be redeemed on that date; less (b) the aggregate of all amounts standing to the credit of the Jabisan 04 Collection Account, MTN Zakhele Futhi Collection Account, the MTN Zakhele Futhi Security Account, Jabisan 04 Top up Loan Account and the MTN Zakhele Futhi Top up Loan Account on that date.

The volatility protection share cover is, at any date, the ratio of A:B where:

- A is the MTN Shares in the Subject Share Security Account multiplied by the one-day VWAP of the MTN Shares; and
- B is (a) the aggregate MTN Zakhele Futhi Redemption Amount (excluding any MTN Zakhele Futhi Margin Dividend) of the MTN Zakhele Futhi unredeemed preference shares as at that date calculated on the basis that the MTN Zakhele Futhi unredeemed preference shares were to be redeemed on that date; less (b) the aggregate of all amounts standing to the credit of the Jabisan 04 Collection Account, MTN Zakhele Futhi Collection Account, the MTN Zakhele Futhi Security Account, Jabisan 04 Top up Loan Account and the MTN Zakhele Futhi Top up Loan Account on that date.

If the above covenants are triggered the holders of the back-to-back preference shares issued by Jabisan 04 will, amongst other things, have the right to enforce the sale of sufficient MTN Group shares to repay their outstanding debt.

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>8. Borrowings (continued)</b>		
On 15 March 2020 the President of the Republic of South Africa declared South Africa to be in a "National State of Disaster" due to the increasing impact of the Covid-19 virus in South Africa. The outbreak of Covid-19 across the world had an unprecedented global impact, causing the prices of shares globally to decline significantly.		
As is customary, the third-party funding documents require the MTN share price to remain above certain set cover levels and price thresholds (share covenants), which enable the funders to accelerate their repayment should these share covenants be triggered. Due to the impact of Covid-19, certain of these thresholds were triggered in March 2020.		
MTN Zakhele Futhi is structured robustly and is supported by MTN in multiple ways. Over the eight-year life of the scheme, the potential for unforeseen, but material and sudden, movements in market prices was provided for, and a mechanism was included in the Transaction Documents to enable MTN to voluntarily take over the third-party funding in these circumstances, through the exercise of an option to purchase the preference shares. On 26 March 2020, in co-ordination with the third-party funders, and in continued support of MTN Zakhele Futhi, MTN voluntarily entered into an agreement with the holders of the preference shares to exercise its call option to acquire the preference share funding. Under the exercise of the call option, MTN would have acquired the preference shares on and with effect from immediately after the next scheduled priority of payments, which was anticipated to be 15 April 2020.		
Following further discussion with the third-party funders after the subsequent increase in the MTN share price, MTN issued a call option revocation notice prior to the scheduled priority of payments, which it was agreed to and accepted by the third-party funders.		
There are no continuing trigger events and MTN Zakhele Futhi is in compliance with its debt covenant requirements at year end.		
The following security and credit support are held as at 31 December 2020:		
<u>First Ranking Guarantee</u> , given by MTN Zakhele Futhi in respect of the obligations of Jabisan 04 under the Jabisan 04 preference shares (cumulative redeemable non-participating preference shares) issued by Jabisan 04 to the Jabisan 04 Preference Shareholders on 23 November 2016.		
<u>MTN Zakhele Futhi Pledge and Cession</u> given by MTN Zakhele Futhi in favour of the Jabisan 04 Preference Shareholders in terms of which MTN Zakhele Futhi pledges and cedes in security the Subject Shares (the MTN Shares held by MTN Zakhele Futhi from time to time) for its obligations under the First Ranking Guarantee.		
<u>MTN Zakhele Futhi Reversionary Pledge and Cession</u> by MTN Zakhele Futhi in favour of MTN Group Limited and Mobile Telephone Networks Holdings Limited and each Subordinated MTN Acceded Nominee ("MTN Group Entities") in terms of which MTN Zakhele Futhi pledges and cedes in security its Primary Reversionary Rights to the Subject Shares (the MTN Shares held by MTN Zakhele Futhi from time to time) for its obligations in respect of certain Transaction Documents.		
<u>MTN Zakhele Futhi Account Cession</u> by MTN Zakhele Futhi in favour of the Jabisan 04 Preference Shareholders in terms of which MTN Zakhele Futhi cedes in security the MTN Zakhele Futhi Account Rights (and any other assets designated as Collateral) for its obligations under the First Ranking Guarantee.		

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>8. Borrowings (continued)</b>		
MTN Zakhele Futhi Reversionary Account Cession by MTN Zakhele Futhi in favour of the MTN Group Entities in terms of which MTN Zakhele Futhi cedes in security the MTN Zakhele Futhi Account Rights (and any other assets designated as Collateral) for its obligations in respect of certain Transaction Documents.		
MTN Subordination and Undertaking Agreement entered into between the Jabisan 04 Preference Shareholders, Jabisan 04, MTN Zakhele Futhi, Nedbank Limited (in its capacity as Preference Share Agent), MTN Group Limited and Mobile Telephone Networks Holdings Limited in terms of which the MTN Group Entities (i) subordinate their claims against MTN Zakhele Futhi in favour of Jabisan 04 and the holders of the Jabisan 04 preference shares and (ii) subordinate their claims against Jabisan 04 in favour of the Jabisan 04 Preference Shareholders; and MTN Holdings provides a limited recourse guarantee in favour of the Jabisan 04 Preference Shareholders.		
The MTN Group shares (being 76 835 378 ordinary shares) are held at Nedbank Limited, acting through its Nedbank Investor Services division (in its capacity as Security Custodian).		
<b>9. Deferred tax</b>		
Deferred tax on the revaluation of the investment in equities and the derivative financial instrument are raised at the CGT rate of 22.4%.		
A deferred tax asset of R581 million (2019: R309 million) has not been recognised due to the uncertainty of future taxable income against which to utilise the deferred tax asset. Future taxable income is entirely dependent on a favourable MTN Group share price. Due to the unpredictability of the market the company has adopted a policy of not raising a deferred tax asset to which there is no predictable deferred tax liability against which to utilise it.		
<b>10. Advance from MTN</b>		
<b>Reconciliation of the advance from MTN</b>		
Balance at the beginning of the year	-	-
Receipt of advance	15 000	-
Accrued interest at the effective interest rate	266	-
<b>Balance at the end of the year</b>	<b>15 266</b>	<b>-</b>
Due to the economic conditions prevalent within the market, MTN Group decided not to declare an interim dividend during the 2020 financial year. This resulted in MTN Zakhele Futhi potentially not being able to meet its obligations to the third-party funders on 30 September 2020. In order to allow MTN Zakhele Futhi to meet all its financial obligations and continue in operation until the next dividend declaration, MTN Group, through its subsidiary Mobile Telephone Network Holdings Limited, advanced R15,0 million to MTN Zakhele Futhi on 22 September 2020.		
The advance bears interest at the South African prime rate and is repayable from amounts in the provisions account which are used for allowable administration costs (as included in the Transaction Documents), or otherwise in accordance with the Transaction Documents, when MTN Zakhele Futhi has sufficient funds on hand.		
The carrying amount of the advance received from MTN approximates fair value.		

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>11. Trade and other payables</b>		
Administration costs	224	206
Director's and secretarial fees	656	389
Professional fees and other	2 044	1 942
	<b>2 924</b>	<b>2 537</b>
The carrying amount of the trade and other payables approximates fair value.		
<b>12. Other liability</b>		
The other liability consists of amounts due and payable to unsuccessful applicants. Shares were not allocated to these applicants during the initial offer period due to incorrect references being used on their payments resulting in their deposits not being matched to their underlying application.		
Balance at the end of the year	2 860	3 566
The carrying amount of the other liability approximates fair value.		
<b>13. Other operating expenses</b>		
Administration and preference agent fees	(8 437)	(7 325)
Auditors remuneration	(944)	(760)
Securities transfer tax	(532)	(692)
Legal and other professional fees	(2 530)	(1 524)
Secretarial expenses	(98)	(69)
Annual general meeting, including printing and postage	(1 787)	(2 624)
Expenses paid on behalf of Jabisan 04 and BFC 2 Owner Trust	(800)	(1 171)
Listing Expenses	(316)	(22 155)
Other expenses	(1)	-
	<b>(15 445)</b>	<b>(36 320)</b>
In accordance with the underlying Transaction Document the company pays all the expenses of Jabisan 04 (RF) Proprietary Limited and BFC 2 Owner Trust. The major expenses paid in respect of these include audit fees and securities transfer taxation paid on the redemption of preference shares by Jabisan 04.		
<b>14. Finance income</b>		
Interest income is earned from investments in financial assets.		
Interest income from bank and cash	818	3 364

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>15. Finance costs incurred on financial liabilities measured at amortised cost</b>		
Interest expense – borrowings (accrued dividends)	61 129	99 290
Interest expense – advance from MTN	266	-
Gain on IFRS 9 modification adjustment	(19 521)	
Effective interest rate adjustment	(10 628)	427
	<b>31 246</b>	<b>99 717</b>
<b>16. Loss on re-measurement of the derivative financial instrument</b>		
Fair value losses arise on financial instruments recognised at fair value through profit or loss.		
Loss on revaluation of the derivative financial instrument	<b>(79 735)</b>	<b>(303 210)</b>
<b>17. Income tax expense</b>		
Major components of the tax expense include:		
<b>Current taxation</b>		
Normal taxation	<b>(229)</b>	<b>(942)</b>
<b>Reconciliation of the tax credit</b>		
The income tax expenses for the year is reconciled to the effective rate of tax as follows:		
Applicable rate	28.00%	(28.00%)
Exempt dividends	(52.27%)	(301.49%)
Expenses not deductible for tax*	9.15%	103.23%
Difference between CGT and statutory tax on the revaluation of the derivative instrument	3.06%	45.76%
Unrecognised deferred tax asset	12.22%	183.04%
<b>Effective tax rate</b>	<b>0.16%</b>	<b>2.54%</b>
Deferred tax on the fair value adjustment of the derivative financial instrument is raised at the CGT rate (22.4%). The deferred tax arising on the derivative financial instrument has not been recognised due to the uncertainty of future income against which to utilise the deferred tax asset. Refer to note 9.		
*Detailed expenses not deducted for tax purposes are not disclosed as all expenses are treated as non-deductible for tax purposes (IAS 12 par 81c).		

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>18. Cash used in operations</b>		
Profit/(loss) before taxation	146 121	(37 107)
<b>Adjusted for:</b>		
Interest income	(818)	(3 364)
Finance costs incurred on financial liabilities measured at amortised cost	31 246	99 717
Loss on re-measurement of the derivative financial instrument	79 735	303 210
Dividend income	(272 766)	(399 544)
<b>Changes in working capital:</b>		
Increase in trade and other receivables	(208)	(328)
Decrease in trade and other payables	(117)	(195)
	<b>(16 807)</b>	<b>(37 611)</b>
<b>19. Tax paid</b>		
Balance at the beginning of the year	5	1
Current tax for the year recognised in profit or loss	(229)	(942)
Balance at the end of the year	(2)	(5)
	<b>(226)</b>	<b>(946)</b>
<b>20. Related parties</b>		
<b>Relationships</b>		
Preference shareholder:	Jabisan 04 (RF) Proprietary Limited	
Shareholder of preference shareholder:	BFC2 Owner Trust	
Provider of notional vendor finance:	MTN Group Limited	
Provider of advance:	Mobile Telephone Network Holdings Limited	
Non-executive directors:	Sindisiwe Mabaso-Koyana	
	Sonja De Bruyn <sup>(1)</sup>	
	Grant Gelink	
	Belinda Mapongwana <sup>(2)</sup>	
	Edward Pitsi <sup>(2)</sup>	
	Manana Nhlanhla <sup>(2)</sup>	
(1) Resigned on 22 June 2020		
(2) Appointed on 22 June 2020		

# Notes to the Financial Statements

For the year ended 31 December 2020

	31 December 2020	31 December 2019
	R'000	R'000
<b>20. Related parties (continued)</b>		
<b>Related party balances:</b>		
<b>Preference share liability</b>		
Jabisan 04 (RF) Proprietary Limited	956 347	1 187 778
<b>Advance received</b>		
Mobile Telephone Network Holdings Limited	15 000	-
<b>Ordinary share capital held by related party</b>		
MTN Group Limited	365 540	365 540
<b>Related party transactions:</b>		
<b>Dividend received from related party</b>		
MTN Group Limited	(272 766)	(399 544)
<b>Interest paid to related parties</b>		
Jabisan 04 (RF) Proprietary Limited	70 592	105 403
<b>Interest payments accrued in respect of related parties</b>		
Mobile Telephone Network Holdings Limited	266	-
<b>Expenses paid on behalf of related parties</b>	1 075	956
Jabisan 04 (RF) Proprietary Limited	1 075	956
BFC2 Owner Trust	-	-
<b>Remuneration of the board of directors – directors fees*</b>		
Sindisiwe Mabaso-Koyana	287	397
Sonja De Bruyn <sup>(1)</sup>	78	165
Grant Gelink	232	206
Belinda Mapongwana <sup>(2)</sup>	159	-
Edward Pitsi <sup>(2)</sup>	147	-
Manana Nhlanhla <sup>(2)</sup>	134	-
	<b>1 037</b>	<b>768</b>

(1) Resigned on 22 June 2020.

(2) Appointed on 22 June 2020.

\* VAT (at a rate of 15%) is charged by the non-executive directors where applicable.

The directors do not consider the key service providers to be “key management personnel” as defined in IAS 24, *Related Party Disclosure*.

# Notes to the Financial Statements

For the year ended 31 December 2020

## 21. Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

Mobile Telephone Networks Holdings Limited advanced an amount of R15,0 million to MTN Zakhele Futhi on 22 September 2020 to assist the company in meeting its immediate liquidity shortfall. This advance was provided to assist the company in meeting its operational obligations until the intended receipt of the next dividend from MTN, which was anticipated to be declared in March 2021.

On 10 March 2021 MTN announced that it has suspended the dividend policy and anticipates communicating a revised medium-term dividend policy when it announces its FY 2021 results in March 2022. As MTN Zakhele Futhi's only material investment and asset consists of MTN Shares this has a direct impact on the company's liquidity including its ability to pay scheduled payments owing to the third-party funders and operational costs as they become due and payable. Subsequent to the announcement by MTN, the MTN Zakhele Futhi directors approached MTN to request additional funds to be made available to MTN Zakhele Futhi to address its immediate liquidity shortfall.

The original Finance Documents do not make general provision for MTN to advance additional funds to MTN Zakhele Futhi for all its required purposes. The MTN Subordination and Undertaking Agreement does not specifically allow for funds to be advanced to MTN Zakhele Futhi for any purpose other than to assist with the payment of operational costs. On 12 March 2021 MTN Zakhele Futhi, together with MTN, sent a request to the third-party funders to allow the MTN Subordination and Undertaking Agreement to be amended to allow the company to receive sufficient funds from MTN to address its liquidity issues. Confirmation was subsequently received from the funders and the MTN Subordination and Undertaking Agreement has been amended to allow for funds received from MTN or an MTN group company to be utilised by MTN Zakhele Futhi to pay both scheduled payments owing to the third-party funders and operational and other costs as they become due and payable.

The directors have assessed the going concern assumption after consideration of the following:

- The receipt of a letter of support from MTN indicating their intention to support MTN Zakhele Futhi in the event that it faces any further liquidity challenges. Although this letter should not in any way be construed as a guarantee of support or firm undertaking by MTN, MTN demonstrated their willingness to exercise their call option and acquire the preference share funding when the trigger events relating to the preference share funding were triggered in March 2020.
- MTN Group, through its subsidiary Mobile Telephone Networks Holdings Limited, has agreed to advance an amount of up to R75,0 million to MTN Zakhele Futhi to enable it to meet its cash requirements for the next 12-month period.
- Should cash resources once again become strained, the company's directors would consider the possibility of requesting the postponement of future preference share dividends. This would assist in providing MTN Zakhele Futhi with improved liquidity to meet its obligations.
- The preference share funding redemption date has been extended by a further 12-month period to November 2022. The third-party funding is therefore not repayable within the next 12-month period.

Based on the above, the directors have concluded that a material uncertainty exists around the application of the going concern assumption for the company over the next 12-month period. The material uncertainty arises due to the significant reliance required to be placed on MTN in order for MTN Zakhele Futhi to be considered liquid and solvent.

## 22. Events after the reporting period

On 10 March 2021 MTN announced that it was suspending payment of a final dividend for the financial year ended 31 December 2020. As MTN Zakhele Futhi's only material investment and asset consist of MTN Shares this has a direct impact on the company's liquidity and its ability to pay scheduled payments owing to the third-party funders and operational costs as they become due and payable. The MTN Zakhele Futhi directors approached MTN to request additional funds to be made available to MTN Zakhele Futhi to address its immediate liquidity shortfall.

In order to assist the company in meeting its liquidity shortfall Mobile Telephone Networks Holdings Limited agreed to provide an advance of up to R75,0 million and MTN issued a letter of comfort to MTN Zakhele Futhi on 16 April 2021.

On 9 April 2021 Manana Nhlanhla resigned as a member of the Audit, Risk and Compliance Committee and has been replaced by Belinda Mapongwana. Manana continues to serve as a non-executive director of the Company.

No other significant events have occurred between the reporting date and 23 April 2021 that require adjustment or disclosure.

# Notes to the Financial Statements

For the year ended 31 December 2020

## 23. Contingencies, commitments and guarantees

There is no reimbursement to any third party for potential obligations of the company that have not been accrued for at year end. The company did not have any contingent liabilities at year end.

## 24. Categories of financial instruments

The financial instruments of the Company have been classified as follows:

31 December 2020	Financial assets		Financial liabilities		Total financial instruments	
	Fair value through other comprehensive income	Amortised cost	Financial assets at fair value through profit or loss	Financial liabilities at amortised cost	Total carrying amount	Fair value
	R'000	R'000	R'000	R'000	R'000	R'000
<b>Assets</b>						
Investment in equities	3 076 564	-	-	-	3 076 564	3 076 564
Other receivables	-	190	-	-	190	190
Cash and cash equivalent	-	9 928	-	-	9 928	9 928
<b>Liabilities</b>						
Derivative financial instrument	-	-	(1 080 510)	-	(1 080 510)	(1 080 510)
Borrowings	-	-	-	(935 042)	(935 042)	(1 012 152)
Advance from MTN	-	-	-	(15 266)	(15 266)	(15 266)
Trade and other payables	-	-	-	(2 924)	(2 924)	(2 924)
Other liability	-	-	-	(2 860)	(2 860)	(2 860)

# Notes to the Financial Statements

For the year ended 31 December 2020

## 24. Categories of financial instruments (continued)

31 December 2019	Financial assets		Financial liabilities		Total financial instruments	
	Fair value through other comprehensive income	Amortised cost	Financial assets at fair value through profit or loss	Financial liabilities at amortised cost	Total carrying amount	Fair value
	R'000	R'000	R'000	R'000	R'000	R'000
<b>Assets</b>						
Investment in equities	4 216 411	-	-	-	4 216 411	4 216 411
Other receivables	-	667	-	-	667	667
Cash and cash equivalent	-	21 806	-	-	21 806	21 806
<b>Liabilities</b>						
Derivative financial instrument	-	-	(1 000 775)	-	(1 000 775)	(1 000 775)
Borrowings	-	-	-	(1 187 778)	(1 187 778)	(1 205 318)
Trade and other payables	-	-	-	(2 537)	(2 537)	(2 537)
Other liability	-	-	-	(3 566)	(3 566)	(3 566)

## 25. Financial risk management and financial instruments

### a. Financial risk management

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk (price risk and interest rate risk). This note presents information about the company's exposure to each of the above risks, the company's objectives, policies and processes for measuring and managing risk, and the company's management of capital. Further quantitative disclosures are included throughout these annual financial statements.

### b. Fair value estimation

In terms of IFRS 13, *Fair Value Measurement*, financial instruments that are measured in the statement of financial position at fair value require disclosure of the fair value by level in terms of the following fair value hierarchy:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: 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 3: Inputs for assets or liabilities that are not based on observable market data (that is, unobservable inputs).

# Notes to the Financial Statements

For the year ended 31 December 2020

## 25. Financial risk management and financial instruments (continued)

### b. Fair value estimation (continued)

The company's policy is to recognise transfers into and transfers out of the fair value hierarchy at the date of the event or change in circumstances that caused the transfer. During the year under review there have been no transfers between any of the levels.

The fair value of the investment in equity financial assets is based on the MTN Group share price, as listed on the JSE Limited. The fair value of the derivative financial asset is based on a valuation model. The input to this model includes the MTN Group share price, which is an observable input in the market. Other inputs include interest rates on borrowings, which inputs are not observable in the market. The assumptions and model used are disclosed in note 3.

The table below presents the Company's assets and liabilities that are measured at fair value (where the fair value does not approximate the financial instruments carrying amount) and those measured at amortised cost whose fair value is disclosed.

	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
<b>31 December 2020</b>				
<b>Recurring fair value measurement</b>				
Investment in equities	3 076 564	-	-	3 076 564
Derivative financial instrument	-	-	(1 080 510)	(1 080 510)
<b>Amortised cost measurement</b>				
Borrowings	-	(1 012 151)	-	(1 012 151)
Advance from MTN	-	(15 266)	-	(15 266)
Other payables	-	(2 924)	-	(2 924)
Other liability	-	(2 860)	-	(2 860)
Other receivables	-	190	-	190
Cash and cash equivalents	-	9 928	-	9 928
<b>31 December 2019</b>				
<b>Recurring fair value measurement</b>				
Investment in equities	4 216 411	-	-	4 216 411
Derivative financial instrument	-	-	(1 000 775)	(1 000 775)
<b>Amortised cost measurement</b>				
Borrowings	-	(1 205 318)	-	(1 205 318)
Other payables	-	(2 537)	-	(2 537)
Other liability	-	(3 566)	-	(3 566)
Other receivables	-	667	-	667
Cash and cash equivalents	-	21 806	-	21 806

There were no transfers between level 1, 2 or 3 during the financial year.

# Notes to the Financial Statements

For the year ended 31 December 2020

## 25. Financial risk management and financial instruments (continued)

### c. Derivative financial instrument

#### *Sensitivity analysis – impact of change in the MTN Group share price*

The table below summarises the impact of increases/(decreases) of the MTN Group share price on profit or loss.

The analysis is based on the assumption that the MTN Group share price increases/(decreases) by 10% with all other variables held constant.

		Impact on post-tax profit	
		31 December 2020 R'000	31 December 2019 R'000
10%	increase	(67 294)	39 643
10%	decrease	90 388	(14 721)

#### *Sensitivity analysis – impact of change in interest rate*

The table below summarises the impact of increases/(decreases) in the interest rate on the borrowings on profit or loss.

The analysis is based on the assumption that the interest rate increased/decreased by 1% with all other variables held constant.

		Impact on post-tax profit	
		31 December 2020 R'000	31 December 2019 R'000
1%	increase	6 266	12 156
1%	decrease	(6 279)	(12 142)

#### *Sensitivity analysis – impact of change in volatility*

The table below summarises the impact of increases/(decreases) in the volatility of the MTN Group share price on profit or loss.

The analysis is based on the assumption that the volatility percentage applied in the valuation model increased/decreased by 5% with all other variables held constant.

		Impact on post-tax profit	
		31 December 2020 R'000	31 December 2019 R'000
5%	increase	147 666	331 915
5%	decrease	(149 505)	(202 564)

# Notes to the Financial Statements

For the year ended 31 December 2020

## 25. Financial risk management and financial instruments (continued)

### c. Derivative financial instrument (continued)

#### *Sensitivity analysis – impact of dividend yield*

The table below summarises the impact of increases/(decreases) in the dividend yield of the MTN Group share price on profit or loss. The analysis is based on the assumption that the dividend yield applied in the valuation model increased/decreased by 1% with all other variables held constant.

		Impact on post-tax profit	
		31 December 2020	31 December 2019
		R'000	R'000
1%	increase	(49 991)	(20 174)
1%	decrease	54 229	11 717

### d. Financial assets

#### *Price risk*

The Company is exposed to equity securities price risk because of investments held by the Company which are classified on the statement of financial position either as financial assets at fair value through other comprehensive income or as financial assets at fair value through profit or loss. The Company's exposure to equity securities price risk is limited to the MTN Group Limited share price.

The table below summarises the impact of increases/(decreases) of the MTN Group Limited share price. The analysis is based on the assumption that the MTN Group share price had increased/(decreased) by 10% with all other variables held constant.

		Impact on other comprehensive income before tax	
		31 December 2020	31 December 2019
		R'000	R'000
10%	increase	113 984	421 641
10%	decrease	(113 984)	(421 641)

# Notes to the Financial Statements

For the year ended 31 December 2020

## 25. Financial risk management and financial instruments (continued)

### e. Borrowings

#### *Cash flow and fair value interest risk*

The entity's interest rate risk arises from long-term borrowings by means of preference shares and the advance received from MTN which are based on variable rates. Borrowings issued at variable rates expose the Company to cash flow interest rate risk, which is partially offset by cash held at variable rates.

The Company analyses its interest rate exposure periodically. Scenarios are generally simulated taking into consideration repricing of preference share funding in terms of the derivative model to further reduce exposure to interest rate changes and, in certain cases refinancing, renewal of existing positions and alternative financing. Based on these scenarios, the Company calculates the impact on profit and loss of a defined interest rate shift. The scenarios are run only for liabilities that represent the major interest-bearing positions.

#### *Sensitivity analysis*

The Company has used a sensitivity analysis technique that measures the estimated change to the statement of profit or loss and other comprehensive income of an instantaneous increase or decrease of 1% (100 basis points) in market interest rates, from the rate applicable at 31 December 2020, for each class of financial instrument, with all other variables remaining constant. This analysis is for illustrative purposes only, as in practice, markets rarely change in isolation.

Changes in the above market interest rates at the reporting date would have increased/(decreased) profit before tax by the amounts shown below.

The analysis has been performed on the basis of the change occurring at the start of the reporting period and assumes that all other variables remain constant.

		Upward change in interest rate R'000	Downward change in interest rate R'000
<b>31 December 2020</b>	1%	movement	2 719 (6 710)
<b>31 December 2019</b>	1%	movement	(11 118) 11 357

### f. Liquidity risk

The Company's risk to liquidity is a result of the funds available to cover future commitments. The Company manages liquidity risk through an on-going review of future commitments and credit facilities.

The Company ensures it has sufficient cash on demand (currently the company is maintaining a positive cash position) to meet expected operational expenses, including the servicing of financial obligations; and having regard to the limitation of the cash flow waterfall provided in the funding agreements.

The Company is primarily dependent on dividends from MTN Group Limited to service its obligations and to a very small extent on interest received. The liquidity risks are considered high due to the company being dependent on the receipt of a dividend from MTN to service its financial obligations.

The Company however remains confident that the available cash resources and borrowing facilities, post the receipt of the financial assistance from MTN, will be sufficient to meet its funding requirements. Subject to the rights of the preference shareholders, cash may also be used to repay the Notional Vendor Finance to MTN Group Limited. Refer to Note 21 for further information impacting the Company's liquidity.

The cash and cash equivalents exclude the restricted funds of R2.86 million (2019: R3.5 million) due to unidentifiable applicants as this cash is not available to the Company for use.

# Notes to the Financial Statements

For the year ended 31 December 2020

## 25. Financial risk management and financial instruments (continued)

### f. Liquidity risk (continued)

Available liquid resources, subject to the securities described in note 8 are as follows:

	31 December 2020 R'000	31 December 2019 R'000
Cash at bank and on hand	6 578	18 240
Other receivables	190	667
	<b>6 768</b>	<b>18 907</b>

The table below analyses the Company's financial liabilities and net-settled derivative 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.

	Payable more than three months but less than one year R'000	Payable more than one year but less than five years R'000	Payable more than five years R'000	Total R'000
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
Borrowings	12 702	922 340	-	935 042
Advance from MTN	15 266	-	-	15 266
Other payables	2 924	-	-	2 924
Other liability	2 860	-	-	2 860
<b>31 December 2019</b>				
Borrowings	22 165	1 165 613	-	1 187 778
Other payables	2 537	-	-	2 537
Other liability	3 566	-	-	3 566

### g. Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a 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.

The capital structure of the Company consists of debt, which includes the preference share liabilities (excluding derivative financial liabilities) (disclosed in notes 8), advance from MTN (disclosed in note 10), cash and cash equivalents (disclosed in note 5), and equity as disclosed in the statement of financial position.

Income generated by the entity will first be utilised for the purpose of settling any obligations in respect of borrowings before dividends are declared.

The borrowings (preference shares) have debt covenants, the details of which have been included in note 8. The security and credit support disclosed in note 8 have a remaining contractual period up to 23 November 2022.

# Notes to the Financial Statements

For the year ended 31 December 2020

## 25. Financial risk management and financial instruments (continued)

### h. Credit risk

Credit risk, or the risk of financial loss to the Company rises due to counterparties not meeting their contractual obligations.

Credit risk is managed on an entity basis. Credit risk consists mainly of cash deposits, cash equivalents, derivative financial instruments and outstanding receivables. The company deposits cash only with major banks with high-quality credit standings and limits exposure to any one counterparty. There are no material receivables and all financial assets are fully performing with no history of defaults.

The Company will continue to manage its credit risk relating to financial instruments by only transacting with credit-worthy counterparties.

The Company's maximum exposure to credit risk is represented by the carrying amount of the financial assets that are exposed to credit risk.

There are no financial assets held that are past due and not impaired.

### Cash and cash equivalents

The cash and cash equivalents are held at Nedbank Limited. This financial institution is a highly rated entity in the South African environment and the credit quality of this institution has therefore been assessed as acceptable.

## 26. Dividend income

During the 2020 financial year MTN Zakhele Futhi received dividends from MTN Group Limited.

MTN Zakhele Futhi holds 51 114 213 MTN Group Limited shares as a fair value through other comprehensive income financial asset (note 2) and 25 721 165 MTN Group Limited shares through an NVF facility (note 3). The Company held 76 835 378 MTN Group Limited shares throughout the financial year.

The total dividend income received by MTN Zakhele Futhi (RF) limited from MTN Group Limited during the financial period was R272 765 592 (2019: R399 543 966).

	31 December 2020 R'000	31 December 2019 R'000
<b>27. Basic and diluted earnings per share</b>		
Number of ordinary shares in issue at year end ('000)	123 417	123 417
Weighted average number of shares ('000)	123 417	123 417
Profit/(loss) for the year	145 892	(38 049)
Adjusted for:		
- Loss on remeasurement of the derivative financial instrument	79 735	303 210
<b>Profit attributable to shareholders</b>	<b>225 627</b>	<b>265 161</b>
Basic and diluted earnings per share (cents)	182,81	215,85

There are no items included in the calculation of profit attributable to shareholders which are required to be excluded in terms of circular 2/2015, Headline Earnings, in the calculation of headline earnings per share.

# Notes to the Financial Statements

For the year ended 31 December 2020

## 28 New standards and interpretations

### 28.1 Standards and interpretations effective and adopted in the current year

In the current year, the Company has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations. The adoption of these standards did not have a material impact on the annual financial statements.

International Financial Reporting Standards and amendments effective for the first time for the 31 December 2020 year end		
Standard	Details of the development	Effective date
<i>IAS 1, Presentation of Financial Statements &amp; IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors</i>	<p>Definition of Material: The amendments clarify that materiality will depend on the nature or magnitude of information, or both. An entity will need to assess whether the information, either individually or in combination with other information, is material in the context of the financial statements.</p> <p>The amendments aim to align the definition of "material" across the standards and to clarify certain aspects of the definition. The new definition states that, "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."</p> <p>The amendments must be applied prospectively.</p>	1 January 2020
<i>The Conceptual Framework for Financial Reporting</i>	<p>It sets out a comprehensive set of concepts for financial reporting, standard setting, guidance for preparers in developing consistent accounting policies and assistance to others in their efforts to understand and interpret the standards.</p>	1 January 2020
<i>IFRS 7, Financial Instruments:</i>	<p>The amendments to IFRS 9, IAS 39 and IFRS 7 amend requirements for hedge accounting to support the provision of useful financial information during the period of uncertainty caused by the phasing out of interest-rate benchmarks such as interbank offered rates (IBORs) on hedge accounting.</p> <p>The amendments modify some specific hedge accounting requirements to provide relief from potential effects of the uncertainty caused by the IBOR reform. Application of the reliefs is mandatory.</p> <p>The first three reliefs provide for:</p> <ul style="list-style-type: none"><li>• The assessment of whether a forecast transaction (or component thereof) is highly probable.</li><li>• Assessing when to reclassify the amount in the cash flow hedge reserve to profit and loss.</li><li>• The assessment of the economic relationship between the hedged item and the hedging instrument.</li></ul> <p>For each of these reliefs, it is assumed that the</p>	1 January 2020

# Notes to the Financial Statements

For the year ended 31 December 2020

	<p>benchmark on which the hedged cash flows are based (whether or not contractually specified) and/or, for relief three, the benchmark on which the cash flows of the hedging instrument are based, are not altered as a result of IBOR reform.</p> <p>The fourth relief provides that, for a benchmark component of interest rate risk that is affected by IBOR reform, the requirement that the risk component is separately identifiable need be met only at the inception of the hedging relationship.</p> <p>In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties.</p>	
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## 28.2 Standards and interpretations not yet effective

The Company has chosen not to early adopt the following standards and interpretations, which are relevant to its operations, which have been published and are mandatory for the Company's accounting periods beginning on or after 1 January 2020, or later periods. It is expected that the Company will adopt the new pronouncements on their effective dates in accordance with the requirements of the pronouncements. The Company is in the process of assessing the impact of these standards and interpretation on the annual financial statements.

Standard	Details of the development	Effective date
<i>IAS 39, Financial Instruments: Recognition and Measurement</i>	<p>Interest Rate Benchmark Reform Phase 2: The amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 amend requirements relating to changes in the basis for determining contractual cash flows of financial assets, financial liabilities and lease liabilities, hedge accounting and disclosures.</p> <p>The amendments to IFRS 9 enable a company to apply a practical expedient to account for a change in the contractual cash flows that are required by IBOR reform by updating the effective interest rate to reflect any change arising from the reform (for example, the change in an interest rate benchmark from IBOR to an alternative benchmark rate).</p> <p>The amendments enable (and require) companies to continue hedge accounting in circumstances when changes to hedged items and hedging instruments arise as a result of changes required by the reform. Companies are required to amend their hedging relationships to reflect:</p> <ul style="list-style-type: none"> <li>• designating an alternative benchmark rate as the hedged risk;</li> <li>• changing the description of the hedged item, including the designated portion, or of the hedging instrument; or</li> <li>• changing the description of how the entity would assess hedge effectiveness (IAS 39 only).</li> </ul> <p>The Board amended IFRS 7 to require a company to</p>	Annual periods beginning on or after 1 January 2021

# Notes to the Financial Statements

For the year ended 31 December 2020

	<p>make additional disclosures in its financial statements so that investors can better understand the reform's effects on that company.</p> <p>The additional disclosure requirements are designed to balance the benefits to investors with a company's costs to provide the additional information. These objective-based disclosure requirements limit the costs of applying the amendments by allowing companies to choose their own methods for disclosing the required information.</p>	
<i>IAS 37, Provisions, Contingent Liabilities and Contingent Assets</i>	<p>The amendments clarify that for the purpose of assessing whether a contract is onerous, the cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.</p>	Annual periods beginning on or after 1 January 2022.
<i>IAS 1, Presentation of Financial Statements</i>	<p>Classification of Liabilities as Current or Non-current: Narrow-scope amendments to IAS 1 to clarify how to classify debt and other liabilities as current or non-current.</p> <p>The amendments clarify:</p> <ul style="list-style-type: none"> <li>• What is meant by a right to defer settlement</li> <li>• That a right to defer must exist at the end of the reporting period</li> <li>• That classification is unaffected by the likelihood that an entity will exercise its deferral right</li> <li>• That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification</li> </ul> <p>The amendments must be applied retrospectively.</p>	Annual periods beginning on or after 1 January 2022.
<i>IFRS 17, Insurance Contracts</i>	<p>The IASB issued IFRS 17 in May 2017 as a replacement for the IFRS 4: Insurance Contracts.</p> <p>The new IFRS 17 standard is effective for reporting periods beginning on or after 1 January 2022. The new rules will affect the financial statements and key performance indicators of all entities in the group that issue insurance contracts or investment contracts with discretionary participation features.</p>	Annual periods beginning on or after 1 January 2023.

## Annexure A: Shareholder information

For the year ended 31 December 2020

**Shareholders holding in excess of 5% of the issued ordinary share capital of the company at 31 December 2020 are as follows:**

	31 December 2020		31 December 2019	
	Number of shares	% of issued share capital	Number of shares	% of issued share capital
MTN Group Limited	18 277 026	14.8%	18 277 026	14.8%
Mion Securities (RF) (Pty) Ltd	10 065 658	8.2%	10 065 658	8.2%

**The Company's shareholder analysis at 31 December 2020 was as follows:**

Ownership Range:

	Number of shareholders	Percentage of shareholders (%)	Number of shares owned	Percentage of issued share capital (%)
1 – 100 shares	32 517	37.4%	3 239 416	2,6%
101 – 500 shares	37 640	43.2%	10 770 074	8,7%
501 – 1 000 shares	7 239	8.3%	6 087 105	4,9%
1 001 – 10 000 shares	8 888	10.2%	25 254 570	20,5%
10 001 – 50 000 shares	655	0.8%	12 922 248	10,5%
More than 50 000 shares	111	0.1%	65 143 405	52,8%
	<b>87 050</b>	<b>100.0%</b>	<b>123 416 818</b>	<b>100.0%</b>

Type of shareholder:

	Number of shareholders	Percentage of shareholders (%)	Number of shares owned	Percentage of issued share capital (%)
Individuals	86 256	99,1%	66 395 016	53,8%
Groups	794	0,9%	57 021 802	46,2%
	<b>87 050</b>	<b>100.0%</b>	<b>123 416 818</b>	<b>100.0%</b>