

BAYPORT MANAGEMENT LTD
(Registration number 54787 C1/GBL)

**UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

for the six months ended 30 June 2024



BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at 30 June 2024

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Figures in US Dollar	Note	30-Jun-24	31-Dec-23
Assets			
Cash and cash equivalents		128 182 774	161 584 082
Other receivables		77 104 765	75 020 619
Derivative financial assets		6 418 479	6 251 625
Current tax assets		12 542 184	12 250 421
Loans and advances	4	1 183 938 079	1 217 474 763
Other investments		47 166 640	47 166 657
Investment in associates		80 992 654	81 112 569
Goodwill		4 090 670	4 419 398
Property and equipment	5	5 619 236	5 642 642
Right-of-use assets		5 144 679	5 511 599
Intangible assets	5	37 138 883	39 416 786
Deferred tax assets		26 353 148	27 105 527
Total Assets		1 614 692 191	1 682 956 688
Liabilities			
Bank overdraft		12 078 401	14 395 771
Deposits from customers		103 558 399	106 795 176
Other payables		59 202 500	52 416 844
Current tax liabilities		3 397 780	3 796 136
Derivative financial liabilities		4 497 587	7 574 753
Lease liabilities		6 258 631	6 695 547
Borrowings-Senior	6	1 169 908 904	1 204 160 254
Borrowings-Subordinated		129 504 933	125 309 349
Deferred tax liabilities		8 123 689	8 763 127
Total Liabilities		1 496 530 824	1 529 906 957
Equity			
Share capital and treasury shares	7	416 099 023	416 099 023
Reserves		(339 800 030)	(329 555 446)
Retained earnings		40 336 412	65 358 606
Equity attributable to owners of the Company		116 635 405	151 902 183
Non-controlling interests		1 525 962	1 147 548
Total Equity		118 161 367	153 049 731
Total Liabilities and Equity		1 614 692 191	1 682 956 688

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UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

Figures in US Dollar	Note	Three months ended		Six months ended	
		30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
Interest and other similar income		83 721 709	83 087 498	167 045 852	162 247 167
Interest and other similar expense		(59 483 751)	(52 448 955)	(119 705 445)	(101 776 900)
Net interest income		24 237 958	30 638 543	47 340 407	60 470 267
Lending related income		7 213 733	6 644 439	13 883 104	15 052 658
Income from insurance activities		371 327	552 247	974 442	959 983
Investment income		2 592 659	2 845 581	5 521 812	6 752 797
Other income		1 800 021	2 043 439	2 431 406	2 558 674
Non-interest Income		11 977 740	12 085 706	22 810 764	25 324 112
Operating income		36 215 698	42 724 249	70 151 171	85 794 379
Operating expenses		(35 455 976)	(32 398 727)	(68 628 557)	(59 046 445)
Foreign exchange (losses)/gains		(453 149)	1 517 733	(657 922)	846 616
Operating profit before impairment on financial assets		306 573	11 843 255	864 692	27 594 550
Impairment on financial assets		(5 745 445)	195 756	(9 746 484)	(4 679 776)
Operating (loss)/profit before share of post-tax results of associates		(5 438 872)	12 039 011	(8 881 792)	22 914 774
Share of post-tax results of associates		(219 153)	(781 645)	(700 115)	488 077
Operating (loss)/profit before taxation		(5 658 025)	11 257 366	(9 581 907)	23 402 851
Taxation	3	(6 028 687)	(10 581 509)	(11 280 965)	(15 436 672)
(Loss)/Profit for the period		(11 686 712)	675 857	(20 862 872)	7 966 179
Attributable to:					
Owners of the Company		(11 970 253)	363 182	(21 374 866)	7 395 377
Non-controlling interests		283 541	312 675	511 994	570 802
(Loss)/Profit for the period		(11 686 712)	675 857	(20 862 872)	7 966 179
Earnings per share*					
Basic earnings per share		(0.35)	0.01	(0.62)	0.21
Diluted earnings per share		(0.35)	0.01	(0.62)	0.21
Basic weighted average number of shares *		34 430 450	34 430 450	34 430 450	34 430 450
Diluted weighted average number of shares *		34 674 682	34 646 849	34 674 682	34 646 849

* The basic and diluted weighted average number of shares excludes treasury shares.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

Figures in US Dollar	Note	Three months ended		Six months ended	
		30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
(Loss)/profit for the period		(11 686 712)	675 857	(20 862 872)	7 966 179
Other comprehensive income net of taxation					
<i>Items that will not be reclassified subsequently to profit or loss:</i>					
Net fair value gain on investments in equity instruments designated as at fair value through other comprehensive income		-	-	-	4 003 500
Total items that will not be reclassified subsequently to profit or loss		-	-	-	4 003 500
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Foreign exchange differences		(8 170 481)	9 421 510	(12 309 168)	(526 695)
Fair value (loss)/gain arising on hedging instruments		(1 609 262)	2 765 862	(1 725 920)	5 734 654
Total items that may be reclassified subsequently to profit or loss		(9 779 743)	12 187 372	(14 035 088)	5 207 959
Other comprehensive (loss)/gain for the period net of taxation		(9 779 743)	12 187 372	(14 035 088)	9 211 459
Total comprehensive (loss)/gain for the period		(21 466 455)	12 863 229	(34 897 960)	17 177 638
Attributable to:					
Owners of the Company		(21 827 979)	12 384 648	(35 443 663)	16 696 099
Non-controlling interests		361 524	478 581	545 703	481 539
Total comprehensive (loss)/gain for the period		(21 466 455)	12 863 229	(34 897 960)	17 177 638

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Figures in US Dollar	Share capital	Share premium	Share application monies	Treasury shares	Limited -voting B Shares	Capital Contribution	Total share capital and treasury shares	Translation reserve	Cash flow hedging reserve	Equity settled reserve	Other reserves	Total reserves	Retained earnings	Attributable to owners of the Company	Total non-controlling interests	Total
Balance at 01 January 2023	31 394	315 441 273	60 560 000	(6 777 324)	30 000 000	16 843 680	416 099 023	(398 511 025)	(7 509 466)	4 897 356	79 429 561	(321 693 574)	69 564 007	163 969 456	2 962 712	166 932 168
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	-	7 395 377	7 395 377	570 802	7 966 179
Other comprehensive (loss)/income	-	-	-	-	-	-	-	(437 432)	5 734 654	-	4 003 500	9 300 722	-	9 300 722	(89 263)	9 211 459
Total comprehensive (loss)/income for the period	-	-	-	-	-	-	-	(437 432)	5 734 654	-	4 003 500	9 300 722	7 395 377	16 696 099	481 539	17 177 638
Issue of share	3 431	60 556 569	(60 560 000)	-	-	-	-	-	-	-	-	-	-	-	-	-
Recognition of share-based payment	-	-	-	-	-	-	-	-	-	50 000	-	50 000	-	50 000	-	50 000
Retained earnings adjustment	-	-	-	-	-	-	-	-	-	-	-	-	(120 073)	(120 073)	-	(120 073)
Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(208 374)	(208 374)
Transfer to reserves	-	-	-	-	-	-	-	-	-	(4 353 854)	(4 353 854)	(4 353 854)	4 353 854	-	-	-
Balance at 30 June 2023	34 825	375 997 842	-	(6 777 324)	30 000 000	16 843 680	416 099 023	(398 948 457)	(1 774 812)	4 947 356	79 079 207	(316 696 706)	81 193 165	180 595 482	3 235 877	183 831 359
Balance at 01 January 2024	34 825	375 997 842	-	(6 777 324)	30 000 000	16 843 680	416 099 023	(424 044 989)	680 709	5 022 805	88 786 029	(329 555 446)	65 358 606	151 902 183	1 147 548	153 049 731
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	-	(21 374 866)	(21 374 866)	511 994	(20 862 872)
Other comprehensive (loss)/income	-	-	-	-	-	-	-	(12 342 877)	(1 725 920)	-	-	(14 068 797)	-	(14 068 797)	33 709	(14 035 088)
Total comprehensive (loss)/income for the period	-	-	-	-	-	-	-	(12 342 877)	(1 725 920)	-	-	(14 068 797)	(21 374 866)	(35 443 663)	545 703	(34 897 960)
Recognition of share-based payment	-	-	-	-	-	-	-	-	-	175 000	-	175 000	-	175 000	-	175 000
Retained earnings adjustment	-	-	-	-	-	-	-	-	-	-	-	-	1 885	1 885	-	1 885
Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(167 289)	(167 289)
Transfer to reserves	-	-	-	-	-	-	-	-	-	-	3 649 213	3 649 213	(3 649 213)	-	-	-
Balance at 30 June 2024	34 825	375 997 842	-	(6 777 324)	30 000 000	16 843 680	416 099 023	(436 387 866)	(1 045 211)	5 197 805	92 435 242	(339 800 030)	40 336 412	116 635 405	1 525 962	118 161 367

Note

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STATEMENT OF CASH FLOWS

Figures in US Dollar	Six months ended	
	30-Jun-24	30-Jun-23
Cash flows from operating activities		
(Loss)/Profit before taxation	(9 581 907)	23 402 851
Adjustments for:		
Share of post tax results of associate	700 115	(488 077)
Depreciation and amortisation	4 661 365	5 204 459
(Profit)/loss on disposal of property and equipment and intangible assets	(20 008)	6 368
Unrealised exchange losses	(1 082 505)	(588 972)
Finance costs	119 705 445	101 776 900
Dividends income	(2 769 252)	(4 427 273)
Movement in provision for credit impairment	12 006 542	6 727 705
Movement in provisions and share based payments	1 312 132	50 000
Reversal of impairment of current tax asset	-	(1 730 000)
Profit before tax adjusted for non-cash items	124 931 927	129 933 961
Dividend received from equity instruments designated as at FVTOCI	2 769 252	4 427 273
Finance costs paid	(81 338 028)	(86 740 441)
Tax paid	(11 993 165)	(16 658 701)
Cash generated by operations before changes in working capital	34 369 986	30 962 092
Changes in working capital:		
Increase in other receivables	(7 295 877)	(9 453 665)
Increase in gross advances	(27 131 656)	(56 787 289)
Increase/(Decrease) in deposits from customers	588 057	(42 772)
Increase/(Decrease) in other payables	11 603 084	(965 845)
Net cash generated by/(used in) operating activities	12 133 594	(36 287 479)
Cash flows from investing activities		
Proceeds on disposal of property and equipment and intangible assets	44 075	71 314
Purchase of property and equipment and intangible assets	(1 701 958)	(1 490 385)
Net movement in amount due to associates	6 849	25 459
Cash inflow from associates on repayment of loans	-	1 183 289
Net cash flows used in investing activities	(1 651 034)	(210 323)
Cash flows from financing activities		
Proceeds from issue of bonds	5 726 889	22 941 910
Repayment of bonds	(8 654 044)	(365 122)
Proceeds from borrowings	104 006 829	144 903 309
Repayment of borrowings	(139 393 146)	(154 813 199)
Repayment of lease liabilities	(1 373 730)	(661 187)
Dividend paid	(167 289)	(208 374)
Movement in other reserves	-	(8 007 311)
Net cash flows (used in)/generated by financing activities	(39 854 491)	3 790 026
Net decrease in cash and cash equivalents	(29 371 931)	(32 707 776)
Cash and cash equivalents at the beginning of the period	147 188 311	140 741 215
Effect of foreign exchange rate changes	(1 712 007)	3 498 996
Cash and cash equivalents at the end of the period	116 104 373	111 532 435

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Background

Bayport Management Ltd (the “Company”) is incorporated in Mauritius and listed on the Stock Exchange of Mauritius. The Company is a holding company to the following legal entities:

Name of subsidiaries	Place of incorporation
Bayport Financial Services Limited	Zambia
Bayport Savings and Loans Limited	Ghana
Bayport Financial Services (T) Limited	Tanzania
Bayport Financial Services Uganda Limited	Uganda
Money Quest Investments (Proprietary) Limited	Botswana
Bayport Colombia S.A.	Colombia
Bayport Asesores Ltda	Colombia
Bayport Financial Services Mozambique (MCB), S.A	Mozambique
Actvest Mexico S.A.P.I de C.V, E.N.R	Mexico
Financiera Fortaleza, S.A de C.V, SOFOM E.N.R	Mexico
Desembolsos 48H SA DE CV	Mexico
Cashfoundry Limited	United Kingdom
Actvest Limited	Mauritius
Bayport Latin America Holdings Ltd	Mauritius
Bayport International Headquarter Company (Pty) Limited	South Africa
Actvest Proprietary Limited	South Africa
Bayport Financial Services (USA), Inc.	United States
Golden Road Insurance Company Limited	Bermuda

Both the Company’s registered office, Bellerive Corporate Management Services (Mauritius) Ltd and the Company’s principal place of business, are located at 3rd Floor, Ebene Skies, Rue De L’Institut, Ebene, Mauritius.

2. Basis of preparation

2.1 Statement of compliance

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

2.2 Significant accounting policies

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

The same accounting policies and methods of computation are followed in these condensed consolidated financial statements as were applied in the preparation of the Group’s audited consolidated financial statements for the year ended 31 December 2023.

2.3 Functional and presentation currency

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

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(continued)

Figures in US Dollar

3. Taxation

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

4. Loans and advances

	30-Jun-24	31-Dec-23
Gross advances	1 251 851 233	1 288 358 151
Impairment provision	(67 913 154)	(70 883 388)
Net advances	1 183 938 079	1 217 474 763

Impairment provision

Opening balance	70 883 388	65 854 822
Impairment recognised in profit or loss	9 740 046	14 055 344
Utilisation of allowance for impairment	(10 531 080)	(6 318 985)
Foreign exchange and other movements	(2 179 200)	(2 707 793)
Closing balance	67 913 154	70 883 388

5. Property and equipment and intangible assets

During the year, the Group spent USD 1.7 million on office equipment, furniture and fittings, computer equipment, motor vehicles, leasehold improvements and intangible assets.

6. Borrowings

	30-Jun-24			31-Dec-23		
	Senior	Subordinated	Total	Senior	Subordinated	Total
Corporate bonds	329 644 269	50 604 166	380 248 435	339 591 611	46 854 166	386 445 777
Other term loans	789 237 072	79 385 616	868 622 688	818 194 017	79 065 150	897 259 167
Revolving credit facility	67 036 725	-	67 036 725	67 543 157	-	67 543 157
Subtotal	1 185 918 066	129 989 782	1 315 907 848	1 225 328 785	125 919 316	1 351 248 101
Less: deferred transaction costs	(16 009 162)	(484 849)	(16 494 011)	(21 168 531)	(609 967)	(21 778 498)
Total	1 169 908 904	129 504 933	1 299 413 837	1 204 160 254	125 309 349	1 329 469 603

As at 30 June 2024, the Group has USD 18.0 million (2023: USD 33.9 million) undrawn committed facilities available.

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Figures in US Dollar

7. Share capital and treasury shares

	30-Jun-24	31-Dec-23
Share capital	34 825	34 825
Share premium	375 997 842	375 997 842
Capital Contribution	16 843 680	16 843 680
Limited-voting B Shares	30 000 000	30 000 000
Total share capital	422 876 347	422 876 347
Treasury shares	(6 777 324)	(6 777 324)
Total share capital and treasury shares	416 099 023	416 099 023
Number of Ordinary shares	34 826 074	34 826 074
Number of Limited-voting B Shares	30	30

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

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