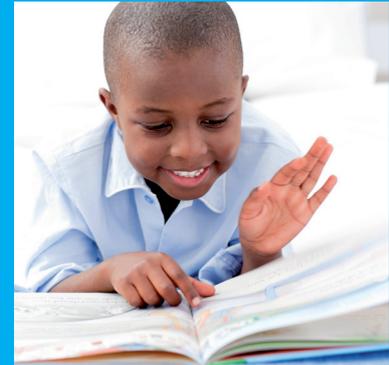


BAYPORT MANAGEMENT LTD
(Registration number 54787 C1/GBL)

**UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

for the six months ended 30 June 2022



BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at 30 June 2022

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Figures in US Dollar	Note	30-Jun-22	31-Dec-21
Assets			
Cash and bank balances		119 056 221	146 811 956
Reinsurance Asset		1 004 018	1 567 037
Other receivables		76 927 859	62 373 693
Derivative financial instruments		1 229 493	6 727 809
Current tax assets		18 730 228	16 360 496
Loans and advances	4	1 104 344 220	1 053 142 831
Other investments		46 814 502	34 033 545
Investment in associates		96 975 559	109 576 621
Goodwill		4 238 783	4 275 171
Property and equipment	5	7 466 388	7 835 818
Right-of-use assets		5 518 726	6 262 535
Intangible assets	5	46 024 787	48 359 254
Deferred tax assets		23 696 147	26 055 792
Total Assets		1 552 026 931	1 523 382 558
Liabilities			
Bank overdraft		22 812 351	21 012 425
Deposits from customers		124 696 132	104 466 846
Other payables		49 556 479	52 922 024
Current tax liabilities		9 329 435	8 635 385
Other financial liabilities		639 431	1 543 823
Lease liabilities		6 148 880	6 685 464
Borrowings-Senior	6	1 037 495 574	1 029 687 276
Borrowings-Subordinated	6	93 244 551	99 085 077
Deferred tax liabilities		2 698 310	2 795 960
Total Liabilities		1 346 621 143	1 326 834 280
Equity			
Share capital and treasury shares	7	399 543 505	399 543 505
Reserves		(276 976 106)	(275 845 399)
Retained earnings		77 215 673	67 782 223
Equity attributable to owners of the Company		199 783 072	191 480 329
Non-controlling interests		5 622 716	5 067 949
Total Equity		205 405 788	196 548 278
Total Liabilities and Equity		1 552 026 931	1 523 382 558

BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

Figures in US Dollar	Note	Three months ended		Six months ended	
		30-Jun-22	30-Jun-21	30-Jun-22	30-Jun-21
Interest and other similar income		84 963 560	80 637 571	167 410 812	159 711 682
Interest and other similar expense		(48 430 666)	(41 314 180)	(93 580 244)	(80 499 104)
Net interest income		36 532 894	39 323 391	73 830 568	79 212 578
Lending related income		4 301 433	5 443 295	11 508 875	12 020 163
Income from insurance activities		465 575	1 163 644	1 093 985	3 029 309
Investment income		4 231 356	1 013 671	7 642 223	2 067 029
Other income		2 637 589	4 221 355	5 397 636	3 925 823
Non-interest Income		11 635 953	11 841 965	25 642 719	21 042 324
Operating income		48 168 847	51 165 356	99 473 287	100 254 902
Operating expenses		(30 789 544)	(33 561 421)	(59 763 249)	(64 436 662)
Foreign exchange losses		(335 507)	(2 196 404)	(1 176 849)	(3 073 235)
Operating profit before impairment on financial assets		17 043 796	15 407 531	38 533 189	32 745 005
Impairment on financial assets		(5 015 641)	(5 406 185)	(8 362 143)	(13 394 952)
Operating profit before share of post-tax results of associates		12 028 155	10 001 346	30 171 046	19 350 053
Share of post-tax results of associates		(911 742)	137 787	(1 871 751)	(125 454)
Operating profit before taxation		11 116 413	10 139 133	28 299 295	19 224 599
Taxation	3	(9 760 804)	(5 595 274)	(18 298 067)	(11 134 697)
Profit for the period		1 355 609	4 543 859	10 001 228	8 089 902
Attributable to:					
Owners of the Company		1 093 884	3 357 114	9 217 267	6 158 160
Non-controlling interests		261 725	1 186 745	783 961	1 931 742
Profit for the period		1 355 609	4 543 859	10 001 228	8 089 902
Earnings per share*					
Basic earnings per share		0.03	0.10	0.27	0.18
Diluted earnings per share		0.03	0.10	0.27	0.18
Basic weighted average number of shares *		34 488 764	34 630 104	34 488 764	34 630 104
Diluted weighted average number of shares *		34 743 179	34 801 935	34 743 179	34 801 935

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

BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

Figures in US Dollar	Three months ended		Six months ended	
	30-Jun-22	30-Jun-21	30-Jun-22	30-Jun-21
Profit for the period	1 355 609	4 543 859	10 001 228	8 089 902
Other comprehensive income/(loss), net of taxation				
<i>Items that will not be reclassified subsequently to profit or loss:</i>				
Net fair value gain/(loss) on investments in equity instruments designated as at fair value through other comprehensive income	-	(122 928)	17 781 008	(122 928)
Share of other comprehensive loss of associates	-	(203 256)	-	(366 087)
Total items that will not be reclassified subsequently to profit or loss	-	(326 184)	17 781 008	(489 015)
<i>Items that may be reclassified subsequently to profit or loss:</i>				
Foreign exchange differences	(17 363 968)	7 639 240	(16 199 836)	1 341 766
Fair value gain/(loss) arising on hedging instruments	512 566	-	(2 316 355)	-
Total items that may be reclassified subsequently to profit or loss	(16 851 402)	7 639 240	(18 516 191)	1 341 766
Other comprehensive (loss)/income for the period, net of taxation	(16 851 402)	7 313 056	(735 183)	852 751
Total comprehensive (loss)/income for the period	(15 495 793)	11 856 915	9 266 045	8 942 653
Attributable to:				
Owners of the Company	(16 127 182)	10 857 296	8 711 278	7 545 640
Non-controlling interests	631 389	999 619	554 767	1 397 013
Total comprehensive (loss)/income for the period	(15 495 793)	11 856 915	9 266 045	8 942 653

BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2022

UNAUDITED CONDENSED STATEMENT OF CASH FLOWS

Figures in US Dollar	Six months ended	
	30-Jun-22	30-Jun-21
Cash flows from operating activities		
Profit before taxation	28 299 295	19 224 599
Adjustments for:		
Share of post tax results of associates	1 871 751	125 454
Depreciation and amortisation	4 965 363	5 771 035
(Profit)/Loss on disposal of property and equipment and intangible assets	(2 797)	19 746
Unrealised exchange losses	4 723 837	2 283 602
Finance costs	93 580 244	80 499 104
Dividends income	(3 402 978)	(3 007 355)
Movement in provision for credit impairment	10 607 916	15 921 369
Movement in provision for share based payments	2 876 238	-
Reversal of impairment on withholding tax	478 994	-
Profit before tax adjusted for non-cash items	143 997 863	120 837 554
Dividend received from equity instruments designated as at FVTOCI	3 402 978	3 007 355
Finance costs paid	(74 269 337)	(80 439 216)
Tax paid	(17 534 985)	(11 614 998)
Cash generated by operations before changes in working capital	55 596 519	31 790 695
Changes in working capital:		
(Increase)/decrease in other receivables	(15 472 842)	3 225 547
Increase in gross advances	(105 921 824)	(74 757 333)
Increase in deposits from customers	26 238 550	3 382 931
Increase/(decrease) in other payables	22 207 853	(1 676 942)
Net cash used in operating activities	(17 351 744)	(38 035 102)
Cash flows from investing activities		
Proceeds on disposal of property and equipment and intangible assets	52 283	34 925
Purchase of property and equipment and intangible assets	(1 995 271)	(2 423 292)
Net movement in amount due to associates	7 428	(306 875)
Cash inflow from associates on repayment of loans	503 063	255 765
Net cash flows used in investing activities	(1 432 497)	(2 439 477)
Cash flows from financing activities		
Proceeds from issue of bonds	300 000 000	4 878 994
Repayment of bonds	(291 216 765)	(5 262 528)
Proceeds from borrowings	287 992 010	266 390 032
Repayment of borrowings	(312 320 234)	(259 265 209)
Repayment of lease liabilities	(1 481 473)	(1 610 363)
Dividend paid	(493 175)	-
Movement in other reserves	2 969 800	-
Net cash flows (used in)/generated by financing activities	(14 549 837)	5 130 926
Net decrease in cash and cash equivalents	(33 334 078)	(35 343 653)
Cash and cash equivalents at the beginning of the period	125 799 531	170 683 007
Derecognition of subsidiary	-	(7 212 229)
Effect of foreign exchange rate changes	3 778 417	(3 054 028)
Cash and cash equivalents at the end of the period	96 243 870	125 073 097

BAYPORT MANAGEMENT LTD
UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the six months ended 30 June 2022

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Figures in US Dollar	Share capital	Share premium	Share application monies	Convertible equity instrument	Treasury shares	Limited -voting B Shares	Total share capital and treasury shares	Translation reserve	Cash flow hedging reserve	Put option on own shares	Equity settled reserve	Other reserves	Total reserves	Retained earnings	Attributable to owners of the Company	Total non-controlling interests	Total
Balance at 01 January 2021	31 384	315 336 346	104 937	60 560 000	(3 893 087)	30 000 000	402 139 580	(357 911 586)	-	(2 406 602)	4 380 024	41 186 658	(314 751 506)	68 668 593	156 056 667	15 995 860	172 052 527
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	-	-	6 158 160	6 158 160	1 931 742	8 089 902
Other comprehensive (loss)/income	-	-	-	-	-	-	-	1 876 495	-	-	-	(489 015)	1 387 480	-	1 387 480	(534 729)	852 751
Total comprehensive (loss)/income for the period	-	-	-	-	-	-	-	1 876 495	-	-	-	(489 015)	1 387 480	6 158 160	7 545 640	1 397 013	8 942 653
Share application monies	-	-	(104 937)	-	104 937	-	-	-	-	-	-	-	-	-	-	-	-
Change in ownership interests	-	-	-	-	-	-	-	(4 525)	-	-	-	-	(4 525)	-	(4 525)	(3 441 387)	(3 445 912)
Transfer to reserves	-	-	-	-	-	-	-	5 915 724	-	-	5 915 724	-	5 915 724	(5 915 724)	-	-	-
Balance at 30 June 2021	31 384	315 336 346	-	60 560 000	(3 788 150)	30 000 000	402 139 580	(356 039 616)	-	(2 406 602)	4 380 024	46 613 367	(307 452 827)	68 911 029	163 597 782	13 951 486	177 549 268
Balance at 01 January 2022	31 394	315 441 273	-	60 560 000	(6 489 162)	30 000 000	399 543 505	(354 149 995)	2 517 994	-	4 821 987	70 964 615	(275 845 399)	67 782 223	191 480 329	5 067 949	196 548 278
Profit for the period	-	-	-	-	-	-	-	-	-	-	-	-	-	9 217 267	9 217 267	783 961	10 001 228
Other comprehensive income	-	-	-	-	-	-	-	(15 970 642)	(2 316 355)	-	-	17 781 008	(505 989)	-	(505 989)	(229 194)	(735 183)
Total comprehensive income for the period	-	-	-	-	-	-	-	(15 970 642)	(2 316 355)	-	-	17 781 008	(505 989)	9 217 267	8 711 278	554 767	9 266 045
Transfer of investment revaluation reserve upon disposal of investments in equity instruments designated at FVTOCI	-	-	-	-	-	-	-	-	-	-	-	(951 974)	(951 974)	951 974	-	-	-
Transfer to reserves	-	-	-	-	-	-	-	-	-	-	-	327 256	327 256	(327 256)	(408 535)	-	(408 535)
Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	-	(408 535)	(408 535)	-	(408 535)
Balance at 30 June 2022	31 394	315 441 273	-	60 560 000	(6 489 162)	30 000 000	399 543 505	(370 120 637)	201 639	-	4 821 987	88 120 905	(276 976 106)	77 215 673	199 783 072	5 622 716	205 405 788

Note

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NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Background

Bayport Management Ltd (the "Company") is incorporated in Mauritius and listed on the Stock Exchange of Mauritius. The Company is a holding company to the following 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.PI 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
Sugaree 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 2021.

2.3 Functional and presentation currency

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

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar

3. Taxation

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

4. Loans and advances

	30-Jun-22	31-Dec-21
Gross advances	1 171 759 920	1 116 362 741
Impairment provision	(67 415 700)	(63 219 910)
Net advances	1 104 344 220	1 053 142 831
Impairment provision		
Opening balance	63 219 910	51 173 835
Impairment recognised in profit or loss	8 362 718	18 907 689
Utilisation of allowance for impairment	(1 486 874)	(23 142 480)
Foreign exchange movements	(2 680 054)	16 280 866
Closing balance	67 415 700	63 219 910

5. Property and equipment and intangible assets

During the period, the Group spent USD 2.0 million on office equipment, furniture and fittings, computer equipment, motor vehicles, leasehold improvements and intangible assets.

6. Borrowings

	30-Jun-22			31-Dec-21		
	Senior	Subordinated	Total	Senior	Subordinated	Total
Corporate bonds	310 660 499	72 375 998	383 036 497	304 325 129	79 197 423	383 522 552
Other term loans	690 506 265	20 940 635	711 446 900	727 453 229	20 000 000	747 453 229
Revolving credit facility	53 558 143	-	53 558 143	12 028 614	-	12 028 614
Subtotal	1 054 724 907	93 316 633	1 148 041 540	1 043 806 972	99 197 423	1 143 004 395
Less: deferred transaction costs	(17 229 333)	(72 082)	(17 301 415)	(14 119 696)	(112 346)	(14 232 042)
Total	1 037 495 574	93 244 551	1 130 740 125	1 029 687 276	99 085 077	1 128 772 353

As at 30 June 2022, the Group has USD 127.4 million (2021: USD 195.6 million) undrawn committed facilities available.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Figures in US Dollar

7. Share capital and treasury shares

	30-Jun-22	31-Dec-21
Share capital	31 394	31 394
Share premium	315 441 273	315 441 273
Convertible equity instrument	60 560 000	60 560 000
Limited-voting B Shares	30 000 000	30 000 000
Total share capital	406 032 667	406 032 667
Treasury shares	(6 489 162)	(6 489 162)
Total share capital and treasury shares	399 543 505	399 543 505
Number of Ordinary shares	31 394 663	31 394 663
Number of Limited-voting B Shares	30	30

8. Events after the reporting period

The Group has secured \$48m in subordinated debt with tenors ranging from 42 to 60 months and bearing interest between 11% and 15%. This has been drawn in July and August 2022.

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.